

45

OVERLAND
INDUSTRIES
LIMITED

JOHN CHRISTENSEN
SALES REPRESENTATIVE
10851-72 avl
EDMONTON, - ALBERTA.

\$ Inlet

407 PETROLEUM BUILDING • TELEPHONE 27606 — 44505

Overland Securities Limited

EDMONTON, ALBERTA
CANADA

March 7th, 1953.

Mr. Stan Reynolds,
WETASKIWIN, Alberta.

Dear Sir:

You will find enclosed an Overland Industries Limited prospectus No. 3 in which you will note the proposed plan of development for the Company.

It is very hard to keep a prospectus up-to-date in a rapidly developing oil company. Since this prospectus was printed, we have obtained additional acreage and some proven production.

I feel that the Company will close the present issue soon so I earnestly suggest that you avail yourself of the opportunity to buy these shares at \$1.00 while they are still available.

Sincerely,

OVERLAND SECURITIES LIMITED

John Christensen
John Christensen

JC/ac

Prospectus ...

No. 3



Prospectus No. 1 Dated Nov. 26, 1952

Prospectus No. 2 Dated Jan. 24, 1953

OVERLAND INDUSTRIES LIMITED
WAS FORMED FOR THE PURPOSE OF
OBTAINING THE ASSOCIATION OF SOME OF THE
OUTSTANDING MEN OF ACHIEVEMENT FROM THE
ADMINISTRATIVE AND PRODUCTION DIVISIONS OF THE OIL
INDUSTRY AND FOR THE PURPOSE OF ASSEMBLING AND ACQUIRING
LARGE AND ATTRACTIVE LAND HOLDINGS. WE BELIEVE TO THIS END OVERLAND
INDUSTRIES LIMITED HAS ACCOMPLISHED ITS FIRST PURPOSES. WE ARE PLEASED,
THEREFORE, TO INTRODUCE AND PRESENT ON THE FOLLOWING PAGES OUR PERSONNEL, OUR
LAND HOLDINGS, AND OUR PROPOSED PROGRAM FOR DEVELOPMENT.

Richard J. Taylor

President.

Foreword...



PROSPECTUS

of

OVERLAND INDUSTRIES LIMITED

Dated February 28, 1953.

INCORPORATION

Incorporated on the 7th day of May, A.D. 1952, under The Companies Act of the Province of Alberta.

REGISTERED OFFICE

512 Alexandra Building, Edmonton, Alberta.

GENERAL OFFICE

Petroleum Building, Edmonton, Alberta

CAPITALIZATION

Authorized, without nominal or par value	- - - - -	7,500,000 shares
Issued for properties and escrowed	- - - - -	750,000 shares
Sold for Cash	- - - - -	580,463 shares
Offered for Cash	- - - - -	500,521 shares
Remaining in the Treasury	- - - - -	5,669,016 shares

PRICE OF SHARES

\$1.00 per share

(This public offering of 525,101 shares at \$1.00 per share is subject to termination by the Company at any time)

(A COPY OF THIS PROSPECTUS HAS BEEN FILED WITH THE REGISTRAR OF COMPANIES)

/

OFFICERS

President

Richard F. Taylor, of the City of Edmonton, Alberta, Oil Executive.

Executive Vice President

Wentworth J. Tellington, of the City of Edmonton, Alberta, Geologist.

Vice President

Lloyd G. Wood, of the City of Edmonton, Alberta, Oil Executive.

Secretary

Edward E. Bishop, of the City of Edmonton, Alberta, Barrister.

Assistant Secretary and Treasurer

V. S. Shirley of the City of Edmonton, Alberta, Executive Secretary.

DIRECTORS

Richard F. Taylor, of the City of Edmonton, Alberta, Oil Executive.

Wentworth J. Tellington, of the City of Edmonton, Alberta, Geologist.

Lloyd G. Wood, of the City of Edmonton, Alberta, Oil Executive.

V. S. Shirley, of the City of Edmonton, Alberta, Executive Secretary.

E. N. Kennedy, of the City of Edmonton, Alberta, Executive.

Glenn J. Fisher, of the City of Edmonton, Alberta, Agriculturist.

Friederich Voigt, of the City of Edmonton, Alberta, Oil Executive.

REGISTRAR AND TRANSFER AGENTS

Prudential Trust Company Limited, Alexandra Bldg., Edmonton, Alta.

AUDITORS

Messrs. Patriquin, Duncan, McClary, McClary & Company, 10130 - 101 Street, Edmonton, Alberta.

SOLICITORS

Messrs. Bishop, Bishop & McKenzie, 512 Alexandra Bldg., Edmonton, Alberta.

CONSULTANTS

J. F. T. BERLINER, Ph.D.—CHIEF CONSULTANT

Industrial and Engineering Consultant. Development Engineer E. I. duPont de Nemours, Inc. Geological and Mining Consultant, Chase National Bank and Blair & Company. Associate Engineer, U.S. Bureau of Mines. Associate Chemist, U.S. Bureau of Chemistry. Associate Physicist, Metallurgy, U.S. Bureau of Standards. B.S., M.S., Ph.D., George Washington University. Listed in "American Men of Science;" "Who's Who in Engineering;" "Who's Who in Commerce and Industry;" "Who Knows What;" Author of 60 technical publications; holds 19 patents. Registered Professional Engineer.

TELLINGTON & ASSOCIATES

WENTWORTH J. TELLINGTON—CONSULTING GEOLOGIST, PETROLEUM ENGINEER

Registered in Province of Alberta. Educated at Harvard, Columbia, Norwich and Michigan Universities. Formerly Chief Geophysicist of Pacific Petroleums Limited. Geophysicist of Magnolia Petroleum Corp., Dallas, Texas. Geophysicist of Bear Oil Company Limited. Staff of U.S. Military Academy at West Point. President of Tellington Associates of Canada Limited. Director of Five Oil Companies.

E. H. A. ANDREWS—Ph.D.—GEOLOGIST—GEOPHYSICIST.

B.S., M.S., Ph.D., Sorbonne University, France. Chief Geologist, Mitsui Company, Japan for ten years. Private consulting geologist, twenty-five years.

M. MADELEINE SUSKA—GEOLOGIST

B.Sc., Bedford College, University of London, England. Previously with Canadian Gulf Oil Company at Calgary. Member of Alberta Society of Petroleum Geologists, Jr. Member of American Association of Petroleum Geologists.

JOHN P. CRAWFORD—GEOLOGIST

Colby College, Waterville, Maine. Majored in Geology, B.A. degree, Columbia University, New York City. M.A. Geology. Field Experience—University of Wyoming, Burgan Oil Field, Persian Gulf, Rocky Mountain Foothills. Associate of Wentworth J. Tellington, Alberta, Canada. Leave of Absence U.S. Army Corps of Engineers.

HOWARD S. RHODES—GEOLOGIST-PROFESSIONAL ENGINEER

Brigham Young University, B.S., Salt Lake City, Utah.

PROPOSED PLAN OF DEVELOPMENT

It is the intention of the Company, in general, to pursue the following immediate program in accordance with the advice of the Company's geologists:

PROJECT NO. 1—ATHABASCA

The company is currently drilling a deep test to the D 3 in LSD 7, Sec. 22, Twp. 70, Range 17, West of the 4th Meridian. In addition to this the company is drilling six stratigraphic tests as follows:

- | | |
|----------------------|----------------------|
| 1. Sec. 16, 68-18-W4 | 4. Sec. 18, 69-20-W4 |
| 2. N.W. 19, 70-19-W4 | 5. N.W. 21, 67-16-W4 |
| 3. Sec. 30, 69-21-W4 | 6. Sec. 21, 66-14-W4 |

This project involves interest held by Overland Industries Limited in approximately 120,000 acres of Petroleum and Natural Gas Reservations not listed in the prospectus. The objective will be to complete the program before the spring road bans.

PROJECT NO. 1A—ROSS FARMOUT

To drill an oil well or wells in accordance with the Farmout Agreement with Ross Petroleum Limited in LSD 15 and/or 16, Sec. 13, Twp. 50, Range 27, W4th Meridian within the Leduc Field area, as set out in Prospectus No. 2.

PROJECT NO. 2—EDMONTON CITY WELL

To drill an oil well to test oil horizon to and including the D-3 zone on River Lot #37 approximately two miles northeast of the Chamberlain Field, in compliance with the contract between Overland Industries Limited and the City of Edmonton.

PROJECT NO. 3—PAKOWKI LAKE

To drill eight stratigraphic test holes on Crown Reservation No. 1650 which offsets established commercial production of gas at Pakowki Lake. The object of this program is to select the most favorable location on the Pakowki gas structure for a field extension drilling program.

PROJECT NO. 4—PEACE RIVER AREA

To drill four stratigraphic test holes with the object of determining the advisability of drilling a deep test for gas.

PROJECT NO. 5—JAMES BAY BASIN

The company has acquired or has applied for approximately 2,232,000 acres of Petroleum and Natural Gas leases, upon which preliminary geological work is currently in progress. The company proposes to appraise and explore this acreage in accordance with sound engineering and geological recommendations.

Through negotiations recently concluded Overland Industries Limited has the right to acquire the entire holdings of Blue Chip Limited. Of these holdings, one reservation is located in the Athabasca Lac La Biche area.

A second reservation (1687) comprising approximately 40,000 acres and including segments of the Ram River, Stolberg and Big Horn anticlines is of particular significance in view of the recent oil and gas indications at Nordegg, together with encouraging results in the Richland Ram River development.

The company's interests in Reservation No. 1687 is 75%.

H. S. RHODES
Consulting Geologist

1913 - 24th Ave., N.W.
Calgary, Alberta.
June 20, 1952

Mr. Richard F. Taylor, President
Overland Industries Limited
208 Alexandra Building
Edmonton, Alberta.

Dear Sir:

I have concluded a geological evaluation of your holdings as evidenced by my report attached hereto. The magnitude and scope of your holdings is indeed impressive. It would appear that wise judgment and choice was exercised in the selection of your wide spread individual lease blocks, many of which are so located that the efforts of other oil companies will more effectively evaluate these leases.

I am particularly impressed by your Petroleum and Natural Gas reservations which afford large scale coverage in several very interesting areas. The potentials of these reservations could be of major proportion and with proper exploration and development affords your company the opportunity for major field discoveries. The fact that you have your holdings so well disbursed puts you in an excellent position for early direct production.

I feel that your proposed program for development of these holdings is sound and I should be pleased to make my services available during the growth of your company.

Very truly yours,

(Signed) H. S. RHODES, R.P.E., Geologist.

E. H. A. ANDREWS, Ph.D.
Consulting Geologist

Los Angeles, Calif.
September 5, 1952.

Mr. Richard F. Taylor, President,
Overland Industries Limited,
208 Alexandra Building,
EDMONTON, Alberta.

Dear Sir:

I have examined the brochure of properties currently held by Overland Industries Limited. My opinion of these properties, as stated in a report dated September 2, 1952, is herewith quoted.

"These properties are well located in the Alberta basin with relation to established proven production. They have been well selected to include a broad variety of types of geology and possible production of oil and gas from asphalt base oils (the source of our highest quality diesel fuels and road building materials) to extremely high gravity parafine base oils and gas distillates. With such a spread of acreage, any oil company in Canada would have a sound start in a large scale development program."

Respectfully submitted,

(Signed) E. H. A. ANDREWS, Ph.D., Geologist.

CITY OF EDMONTON

GEOLOGICAL INFORMATION

River Lots 35 and 37 are located on the south bank of the North Saskatchewan River in the easternmost part of Edmonton.

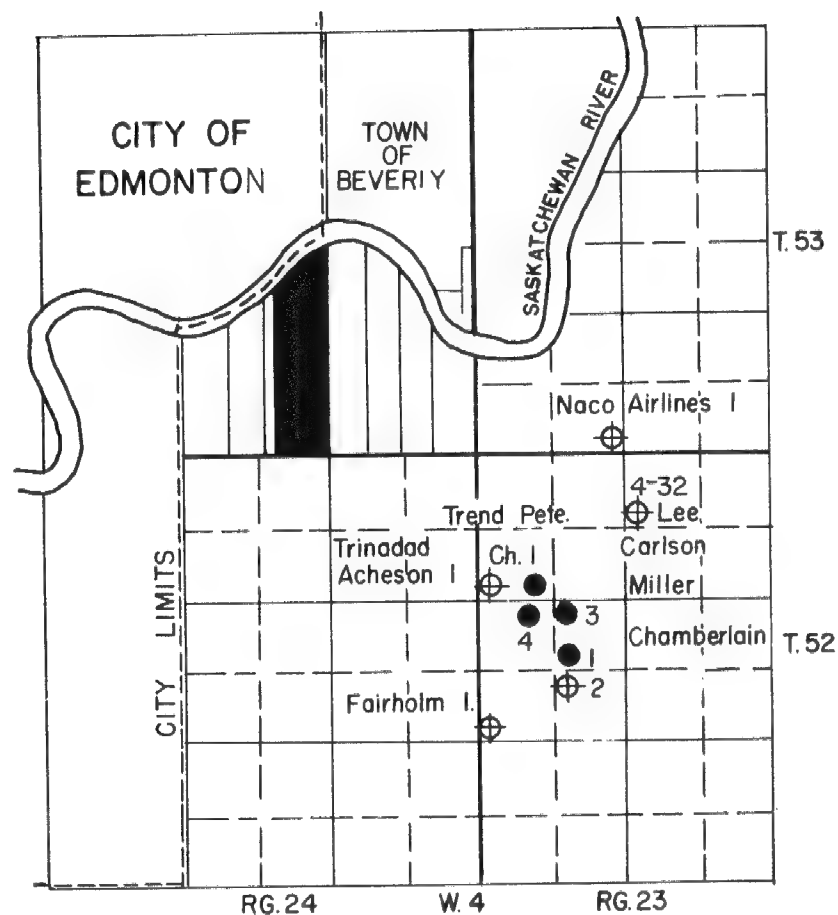
To date the area surrounding the City of Edmonton has been extensively and successfully explored for gas and oil. Production has been obtained nearly in all directions and from several different geological horizons within the fifteen mile radius of the River Lots 35 and 37.

Gas zones were yielded by the Viking Sandstone of Upper Cretaceous age at Fort Saskatchewan-Bremner field.

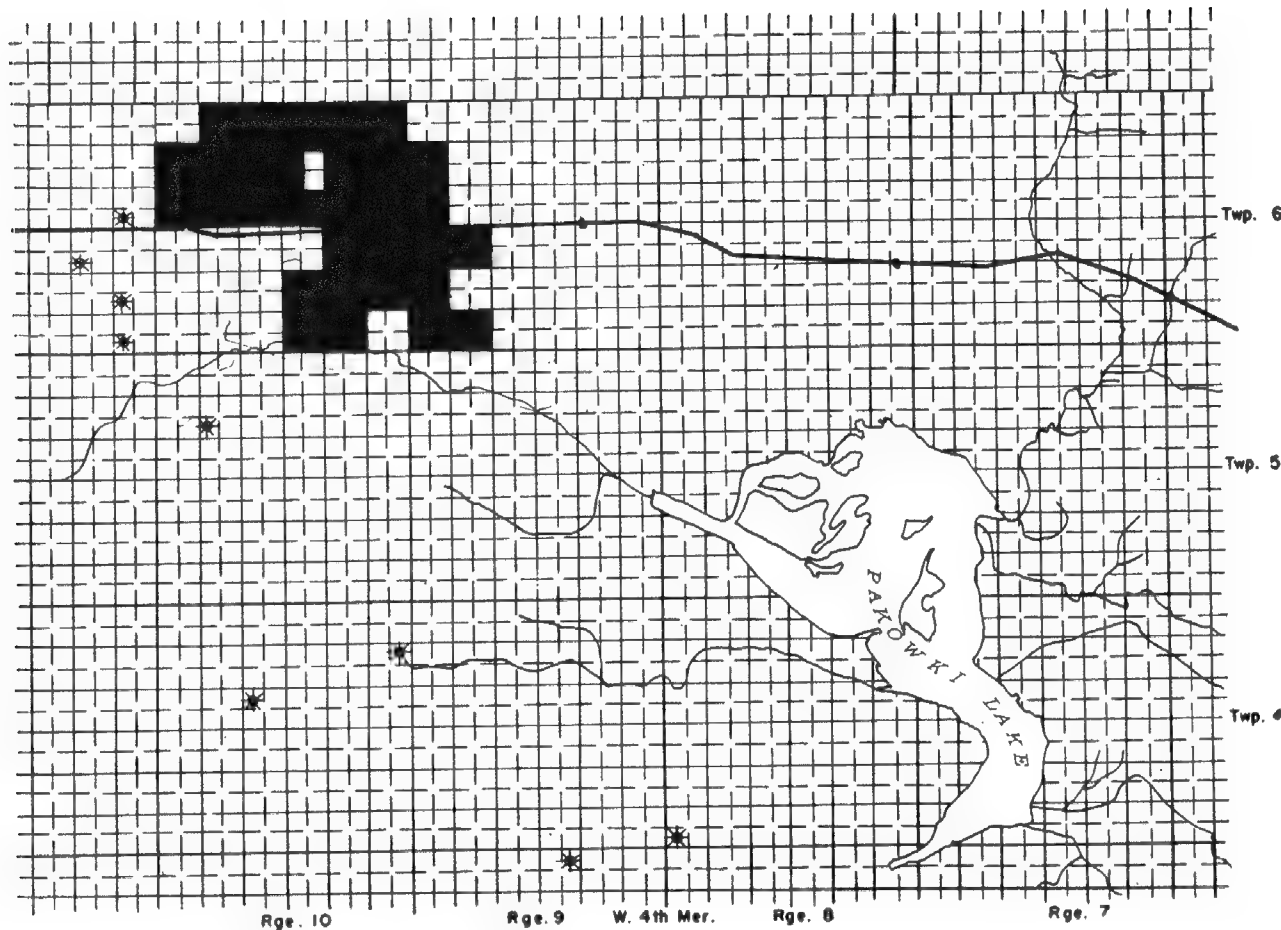
Oil and gas zones in the Basal Quartzitic Sandstone of Lower Cretaceous age were encountered within the twelve mile radius from Edmonton City Limits at the following localities: Ellerslie Field, Arnisic Field, Whitemud Field, Leduc-Woodbend area, St. Albert area, Campbell Field, Namao Field and Chamberlain area. The Chamberlain wells are located one and one-quarter miles from the River Lots 35 and 37.

Oil and gas in Nisku and Leduc members of Devonian age were found at Woodbend, Acheson and recently, at St. Albert areas. These localities are also within the twelve mile distance of Edmonton City Limits. It is of interest, when searching for the Devonian prospects that the River Lots 35 and 37, lie on a southwestern trend and about half-way between the Redwater and Leduc fields.

The fact that the City of Edmonton lies as an unexplored area in a centre of a highly and successfully explored country, is encouraging. It warrants a more detailed sub-surface geological research program of the district, presently carried on by Overland Industries Limited.



PAKOWKI LAKE AREA



RESERVATION No. 1650

This reservation contains all available Crown Petroleum and Natural Gas rights in the following surveyed areas:

Sections 5, 6, 7, 17, 18, 19, 30, in Township Six, Range Nine, West of the Fourth Meridian; and

Sections 2, 3, 10, 11, 12, 13, 14, 19, 20, 21, 22, 23, 24, 25; the East ½ of 26, Sections 27, 28, 29, 30, 32, 33, 34, 35 and 36 in Township Six, Range Ten, West of the Fourth Meridian.

This reservation comprises 19,520 acres more or less.

GEOGRAPHICAL DESCRIPTION:

The center of this reservation lies approximately eight miles due east of the Town of Foremost and four miles northeast of the Foremost gas field.

GEOLOGICAL INFORMATION:

This reservation lies in the general limits of one of Southern Alberta's richest gas areas, with Manyberries, Pendant d'Oreille fields approximately fifteen miles to the southeast, and the Foremost Field four miles to the southwest.

Some wells in this area have potentials of from 20,000,000 to 50,000,000 cubic feet of gas per day.

The productive horizon in this area is the Bow Island Sand which is contacted at an approximate depth of from 2200 to 2300 feet.

Other horizons of gas and/or oil possibilities in this area are:

TABER SANDSTONE	-	Productive of oil in Taber 45 to 50 miles northwest.
ELLIS SANDSTONE	-	Productive in the Conrad Field 30 miles west.
MADISON LIMESTONE		Productive horizon at Turner Valley.
JEFFERSON	- - -	Productive in the Princess Field.

E. H. A. ANDREWS, Ph.D.

Consulting Geologist

Edmonton, Alberta

REPORT

PAKOWKI LAKE AREA — RESERVATION No. 1650

This area, lying in the immediate vicinity of established gas production, is under-laying by a positive northward plunging nose on the Sweetgrass arch. The possibility of gas within the limits of this reservation is very good.

SPIRIT RIVER AREA

Reservation No. 1630

This reservation contains all available Crown Petroleum and Natural Gas rights in the following surveyed area: Sections 2-5 inclusive, 8-11 inclusive, 14-23 inclusive, South ½ of Section 32, 33-35 inclusive of Township 78, Range 7, West of the 6th Meridian and Sections 2-5 inclusive and North ½ of Section 6, Township 79, Range 7, West of the 6th Meridian.

This reservation comprises approximately 19,840 acres.

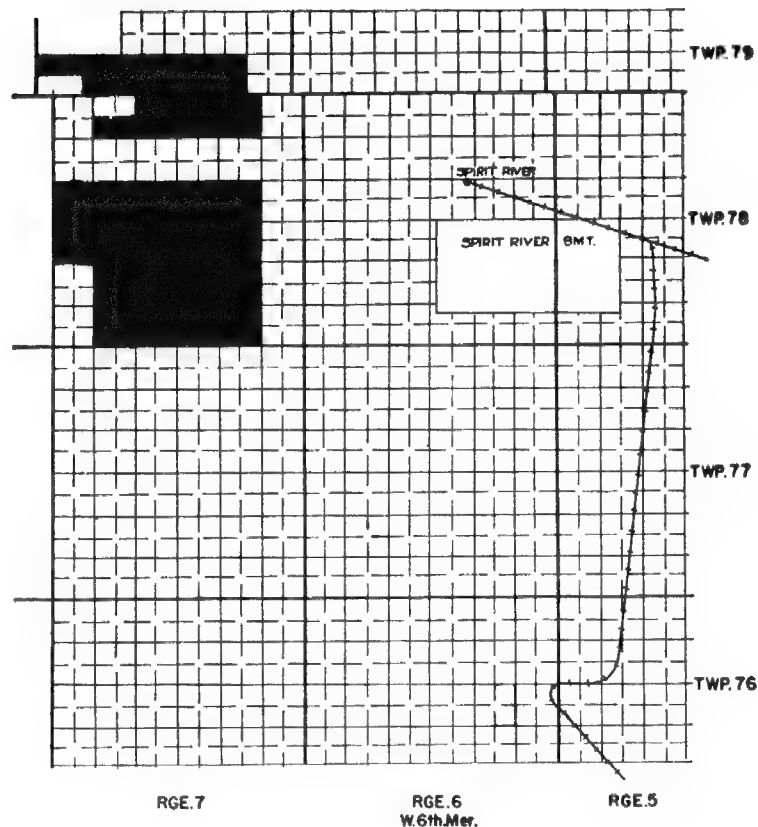
GEOLOGICAL INFORMATION:

Reservation No. 1630 is located approximately four miles south of the Town of Spirit River in Northwestern Alberta.

Several potential oil and/or gas bearing horizons are present in this area as revealed by the wells drilled by Imperial Oil.

It is highly recommended that surface geology along with geophysical exploration be conducted in this area in order to isolate those structures capable of trapping oil and/or gas.

Since this area lies within the boundaries of the northern gas export area, special attention should be paid to any possible gas bearing horizons (Peace River Sands, Mississippian L.S., and Triassic Sands).



A note of interest in this area is the recent discovery of oil in the Triassic by Texaco Oil in their "Texaco Hamelin Creek" well located in LSD 7—Sec. 36, Township 80, Range 7, West of the 6th Meridian. This discovery lies approximately ten miles north of your reservation.

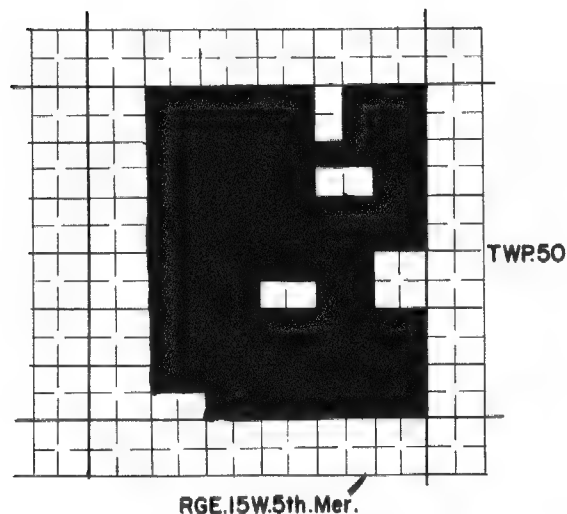
ANDREWS REPORT

SPIRIT RIVER AREA—RESERVATION No. 1630

This area, lying on the north flank of the Alberta basin, is excellently located regionally. It lies within the gas gathering area established by the Petroleum and Natural Gas Conservation Board in Alberta.

In the northern part of the province many locations, which would be acceptable geologically, are nearly inaccessible through lack of roads and trails, or because of the existence of deep gulleys carved by the headward working streams. This area is well located on a recently constructed highway within five miles of a railroad, only one stream of magnitude cuts across the property. In budgeting an exploratory program these factors are of considerable significance.

Although this area has attracted considerable recent attention, there has not been sufficient time to develop a detailed geological picture based upon drilled wells. One of the largest gas wells in Alberta, however, has been discovered in this vicinity, this is Hudson's Bay Union Tangent No. 1.



EDSON AREA

Reservation No. 1733

All available Crown Petroleum and Natural Gas rights in the surveyed:

Sections 1, 2, 3, 4, the North $\frac{1}{2}$ of Section 5, Sections 8, 9, 10, 11, 12, 14, the North $\frac{1}{2}$ of Section 15, Sections 16, 17, 20, 21, 22, 23, 24, 25, the North $\frac{1}{2}$ of Section 26, Sections 27, 28, 29, 32, 33, 34, the East $\frac{1}{2}$ of Section 35, and Section 36 in Township 50, Range 15, West of the Fifth Meridian.

This reservation contains an area of 17,280 acres more or less.

GEOLOGICAL INFORMATION:

This reservation is nineteen miles Southeast of the Town of Edson.

Very little can be said about this reservation geologically speaking due to the inactivity of drilling in this section of the Province, however, geophysical exploration should be employed to help evaluate the sub-surface structural conditions.

Potential horizons in this area are as follows: Cretaceous (lower), Triassic, Mississippian and Devonian to properly evaluate these formations would require drilling to a depth of between 10,000 and 12,000 feet.

The only production in the area has been taken from the wet gas well, Select Ship Lake No. 1 located approximately thirty miles northeast of this reservation.

PINCHER CREEK AREA

RESERVATION No. 1824

All available Crown Petroleum and Natural Gas Rights in: Partially surveyed—The Southerly $\frac{2}{3}$ and the Westerly $\frac{2}{3}$ of the Northerly $\frac{1}{3}$ and the Northwest $\frac{1}{4}$ of Section 35 in Township 5, Range 2, West of the Fifth Meridian.

This reservation contains 20,640 acres more or less.

GEOLOGICAL INFORMATION:

This reservation is located approximately twenty miles northwest of Gulf Oil's Pincher Creek Natural Gas and Condensate field. Reserves in this field cannot be fully evaluated until such time as drilling has proved the limits of the field. However, some engineers and geologists have estimated gas in excess of 1500 billion cubic feet.

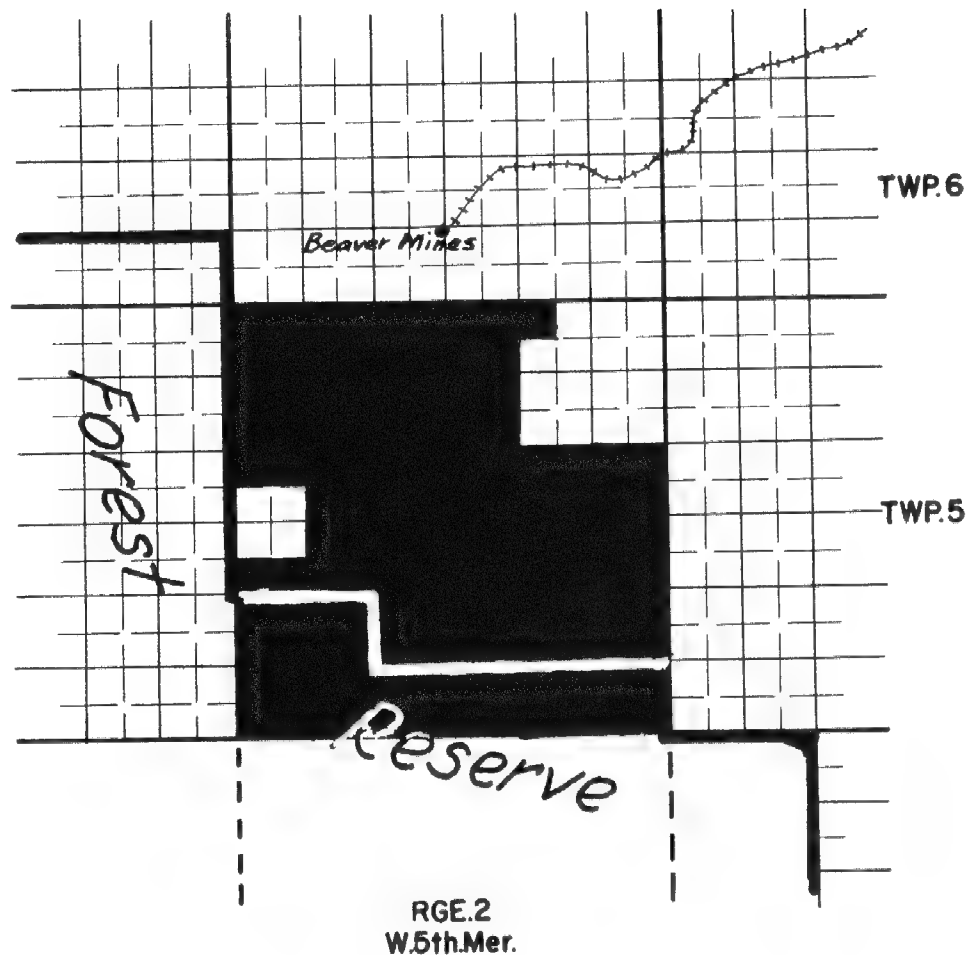
The geology in this area is very complex being highly folded and faulted as a result of the upheavals which created the Rocky Mountains.

Recommendations are that a serious study of the field geology in this area be undertaken to isolate those structures suitable for the accumulation of oil and/or gas.

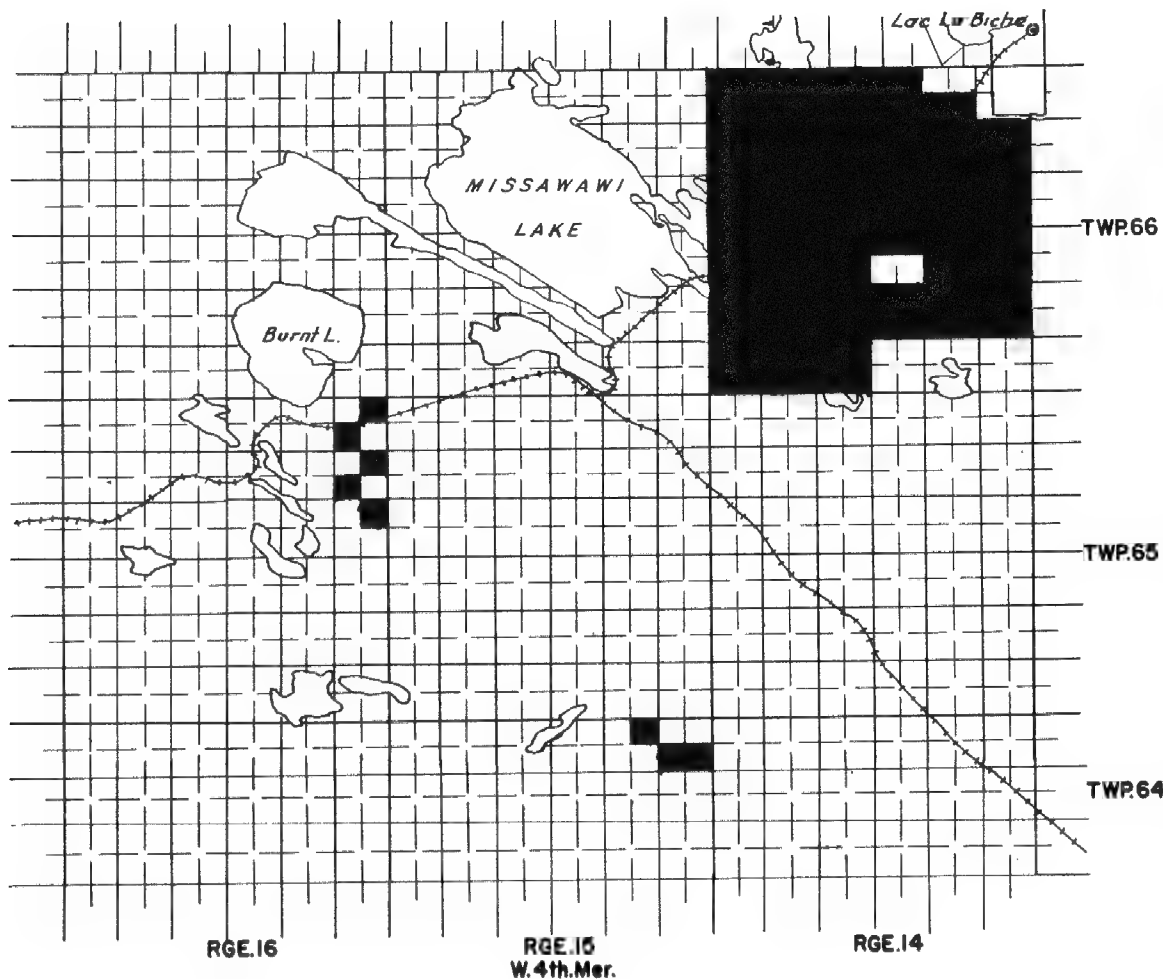
ANDREWS REPORT

Pincher Creek Area—Reservation No. 1824

This reservation, lying within the limits of the Foothills belt, can be expected to contain a faulted geology together with sharp folding. Although these conditions present obstacles to a geological interpretation they can be expected to be favourable to the accumulation of gas and oil under extreme pressure.



LAC LA BICHE AREA



RESERVATION No. 1753

All available Crown Petroleum and Natural Gas rights in the surveyed:

Sections 4-14 inclusive, N $\frac{1}{2}$ of Sec. 15, Sections 16-34 inclusive, S $\frac{1}{2}$ of Section 35, Township 66, Range 14, West of the Fourth Meridian and the following leases:

Southeast $\frac{1}{4}$ of Section 36, Northeast $\frac{1}{4}$ of Section 35, Southwest $\frac{1}{4}$ of Section 36, Township 64, Range 15, West of the Fourth Meridian and the Southwest $\frac{1}{4}$ of Section 36, Northeast $\frac{1}{4}$ of Section 25, Northeast $\frac{1}{4}$ of Section 36, Northeast $\frac{1}{4}$ of Section 24, Southwest $\frac{1}{4}$ of Section 25, Township 65, Range 16, West of the Fourth Meridian and the Northwest $\frac{1}{4}$ of Section 8, Township 62, Range 15, West of the Fourth Meridian.

The above leases comprise 1,440 acres more or less.

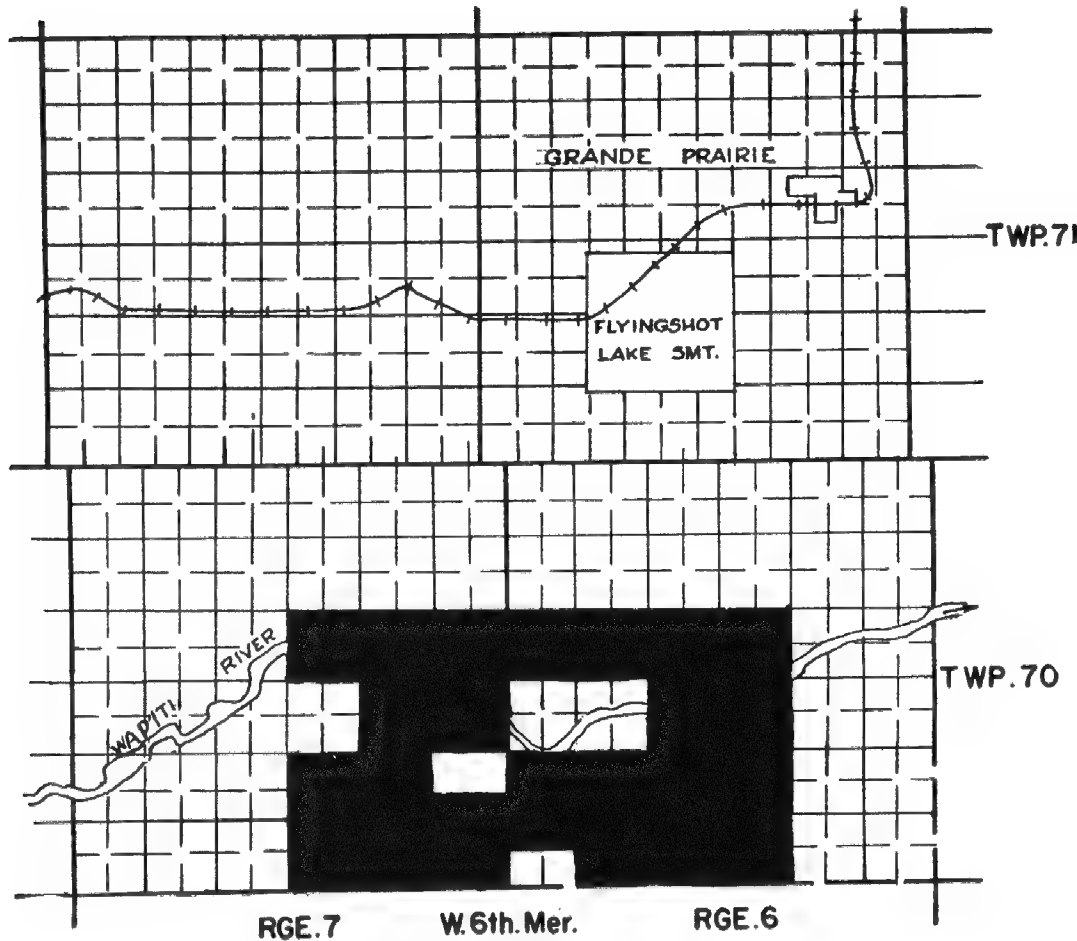
TELLINGTON REPORT

GEOLOGICAL INFORMATION:

LAC LA BICHE AREA—RESERVATION No. 1753

This reservation lies within the limits of an area well known to the writer. During the past few years of development in the Province of Alberta the writer has studied several crew years of seismic data, together with the detailed results of the exploratory holes in the vicinity. The possibility of gas in the known petroliferous zones of cretaceous age, and the possibility of oil in the deeper horizons, is regarded as very good. This area is cut by a network of secondary roads making it very accessible.

GRANDE PRAIRIE AREA



Reservation No. 1811

All available Crown Petroleum and Natural Gas rights in the partially surveyed Southerly $\frac{2}{3}$ of the Westerly $\frac{2}{3}$ of Township 70, Range 6, West of the Sixth Meridian and Southerly $\frac{2}{3}$ of the East $\frac{1}{2}$ of Township 70, Range 7, West of the Sixth Meridian.

The above reservation comprises 15,360 acres more or less.

GEOLOGICAL INFORMATION:

Two wells drilled by Imperial Oil—Imperial Clairmont, and Imperial Wembley, approximately fifteen miles north of this reservation show the following potential horizons to be present in this area. Peace River Sands, Gething Sands, Triassic Permo-Penn, Mississippian and Devonian.

Since this reservation is located within the boundaries of the gas export area, the Peace River and Triassic Sand are of particular interest. Both sands are prolific gas producers in the Peace River area.

FORT VERMILION AREA

Reservation No. 1827

All available Crown Petroleum and Natural Gas rights in Unsurveyed: Sections 22 and 27 and the fractional West $\frac{1}{2}$ of Township 109, Range 24, West of the Fifth Meridian;

AND

The whole of fractional Township 110, Range 24, West of the Fifth Meridian;

AND

The easterly one-sixth of Township 109, Range 1, West of the Sixth Meridian;

AND

The easterly one sixth of Township 110, Range 1, West of the Sixth Meridian.

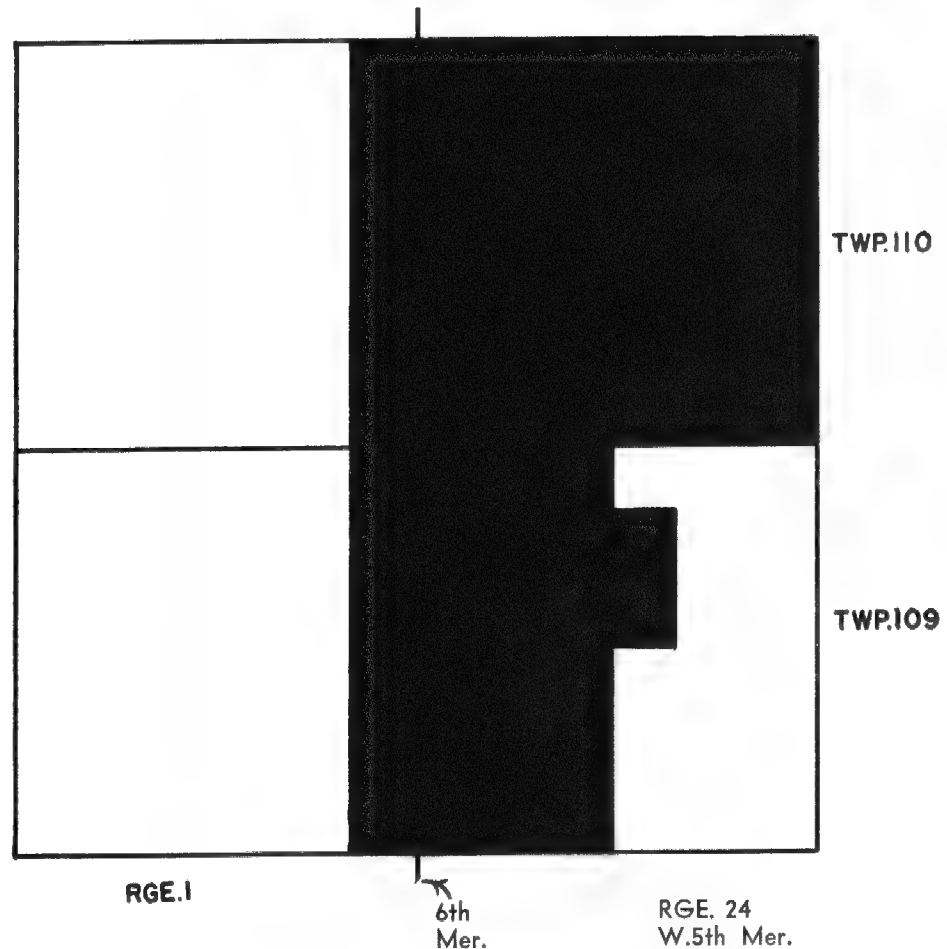
The lands herein described contain 36,886 acres more or less.

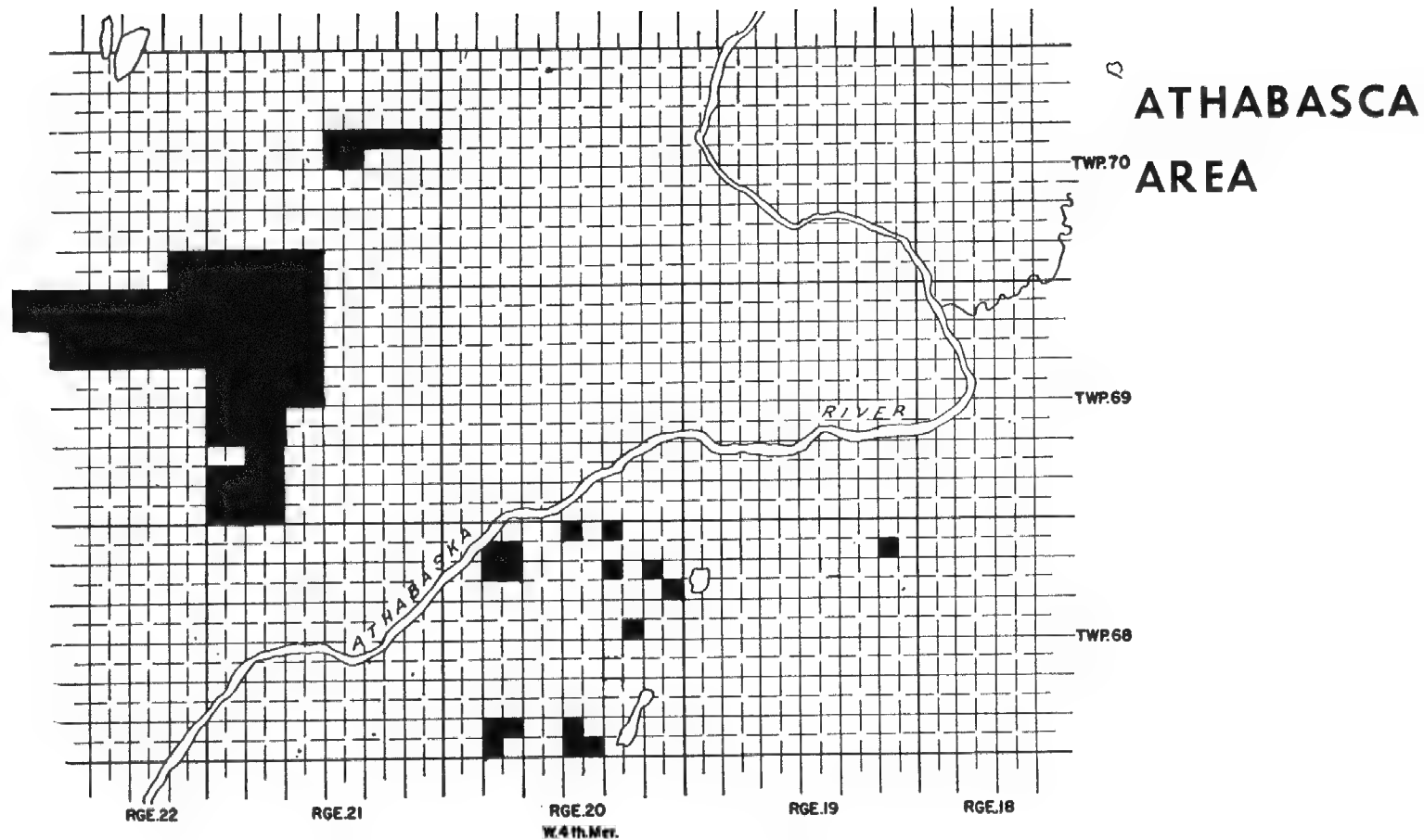
GEOLOGICAL INFORMATION:

This acreage lies in relatively unexplored territory as far as drilling activity is concerned, however, two wells drilled in the area show at least two potential gas and/or oil horizons to be present.

The two wells are: Shell Watt Mountain Stratigraphic Test No. 1 located in LSD 6, Section 24, Township 111, Range 22, West of the Fifth Meridian and Imperial Crossroads No. 1 LSD 15, Section 32, Township 109, Range 19, West of the Fifth Meridian.

The two potential horizons mentioned above are the Gething Sands, and the Hay River limestone which may prove productive under the right structural conditions, and stratigraphic conditions in the case of the Gething Sand.





Reservation No. 1706

The schedule of lands contained in this reservation is as follows:

All available Crown Petroleum and Natural Gas rights in:

Surveyed Sections 5, 6 and South ½ of Section 7, Sections 8, 17-21 inclusive, and Sections 28-33 inclusive of Township 69,

Range 21, West of the Fourth Meridian. Sections 4, 5 and 6 of Township 70, Range 21, West of the Fourth Meridian.

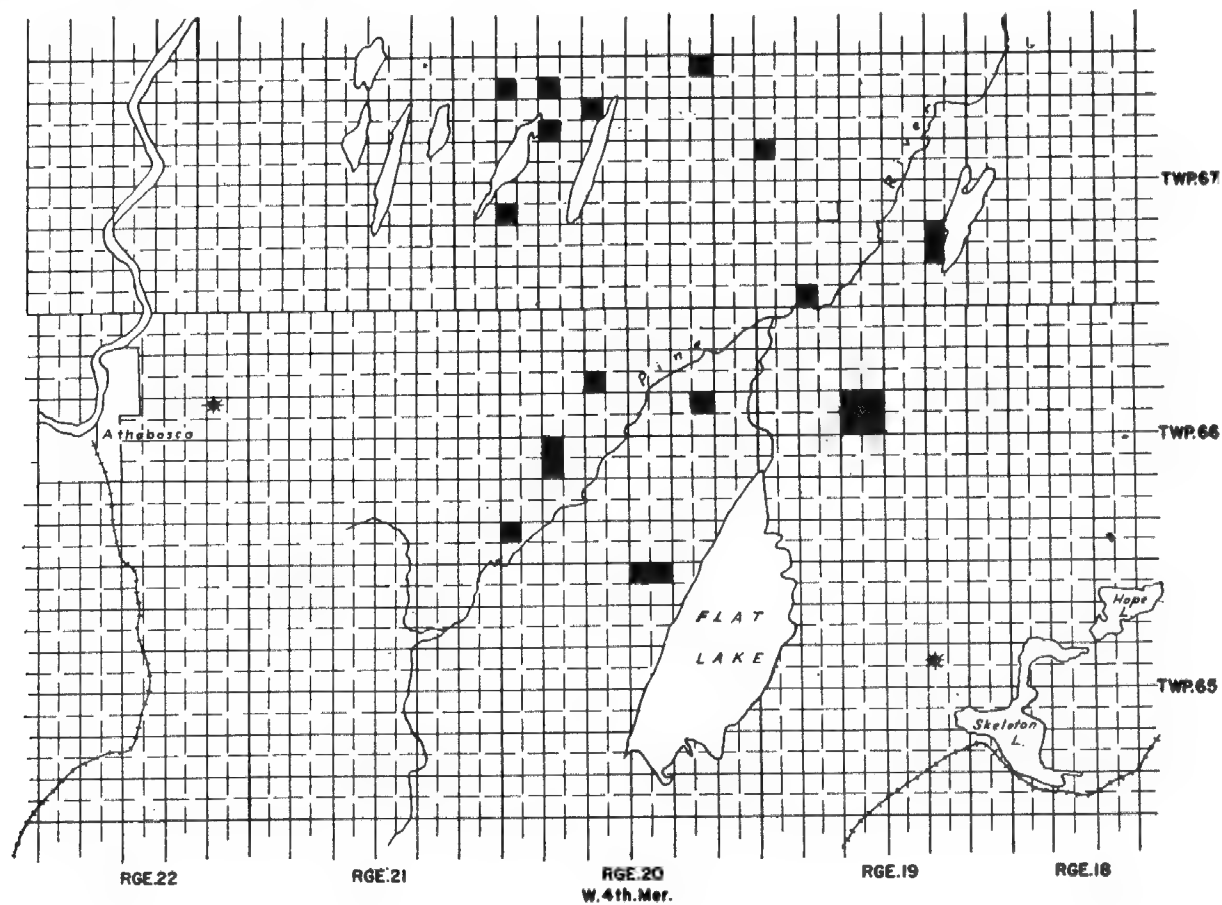
Section 22, the North halves of Sections 23 and 24, Sections 25 to 28 inclusive and sections 32 to 36 inclusive of Township 69, Range 22, W. 4th Meridian.

Section 1 of Township 70, Range 22, West of 4th Meridian.

ATHABASCA AREA

Comprising one unit of 19,520 acres more or less.
The following scattered leases are also included in this area:
Northwest $\frac{1}{4}$ of Section 26, Northwest $\frac{1}{4}$ of Section 34,

South $\frac{1}{2}$ of Section 3, North $\frac{1}{2}$ of Section 29, South $\frac{1}{2}$ of Section 32, Southeast $\frac{1}{4}$ of Section 25, Northwest $\frac{1}{4}$ of Section 35, Northwest $\frac{1}{4}$ of Section 25, Northeast $\frac{1}{4}$ of Section 5, West $\frac{1}{2}$ of Sec-



tion 5, of the Fourth Meridian; and the Southwest $\frac{1}{4}$ of Section 36 in Township 68, Range 19, West of the Fourth Meridian; and the Southwest $\frac{1}{4}$ of Section 32, Southwest $\frac{1}{4}$ of Section 28, Northeast $\frac{1}{4}$ of Section 36, Northwest $\frac{1}{4}$ of Section 27, and the Southwest $\frac{1}{4}$ of Section 17 in Township 67, Range 20, West of the Fourth Meridian; and the West $\frac{1}{2}$ of Section 12, Northwest $\frac{1}{4}$ of Section 20, and the Southwest $\frac{1}{4}$ of Section 4 in Township 67, Range 19, West of the Fourth Meridian; and Section 21 in Town-

ship 66, Range 19, West of the Fourth Meridian; and the Northwest $\frac{1}{4}$ of Section 6, West $\frac{1}{2}$ of Section 17, Southwest $\frac{1}{4}$ of Section 28, and the Northeast $\frac{1}{4}$ of Section 23 in Township 66, Range 20, West of the Fourth Meridian; and the Northeast $\frac{1}{4}$ of Section 34 in Township 65, Range 20, West of the Fourth Meridian; and the Northwest $\frac{1}{4}$ of Section 34 in Township 65, Range 20, West of the Fourth Meridian.

These leases contain an area of 6,084 acres more or less.

ATHABASCA AREA—RESERVATION No. 1706

GEOLOGICAL INFORMATION:

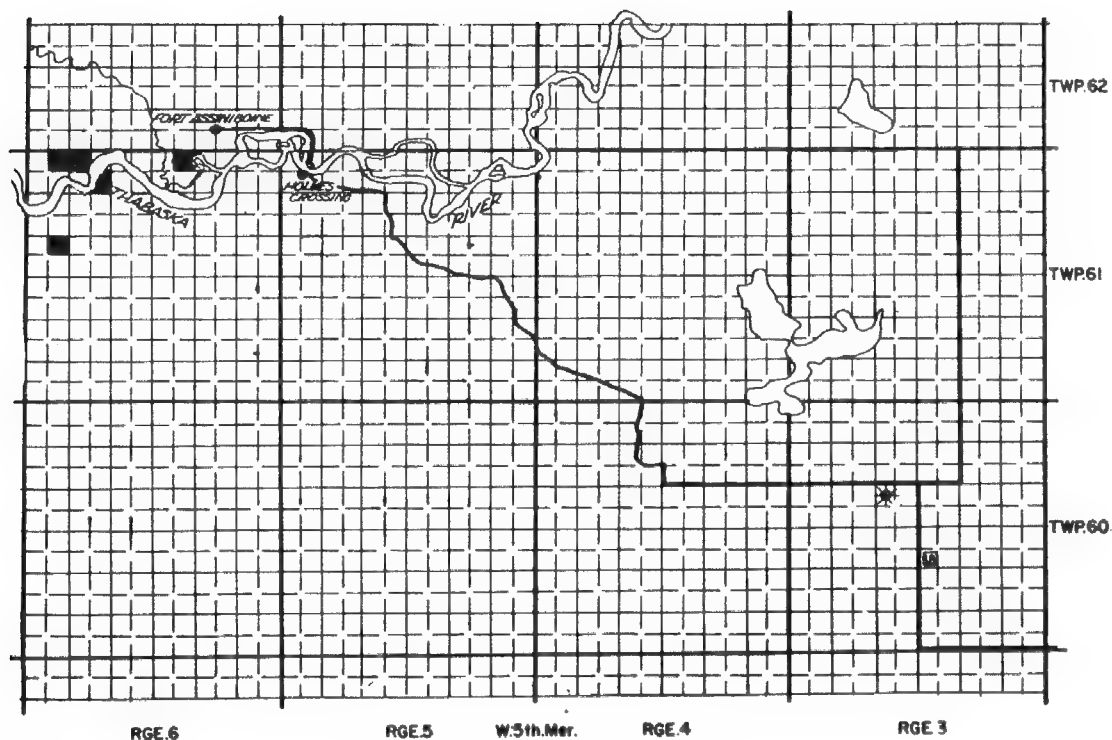
This reservation, together with certain leases held on the south side of the Athabasca River, lies in an area of considerable interest. One geomorphic observation serves to highlight the regional possibilities here. This is the huge swing to the south made by the Athabasca River on its normally northward course toward the precambrian shield. In this area the Bear Oil Company has determined

the existence of several favourable horizons, with Bear Brandy No. 1 Well being regarded as having proven commercial production of gas. The existence of D3 reef in Bear Brandy and Bear Hollywood No. 1, compared to the absence of this reef in certain wells to the northeast, indicates the possibility of a Redwater type oil trap in this area.

The following horizons are potential reservoirs of oil and/or gas:

PELICAN SS	- -	Productive horizon in the Athabasca gas field—approximately fifteen miles Southwest of this reservation.
GRAND RAPIDS SS	-	Some show of oil and gas in the surrounding area.
McMURRAY	- - -	Could be productive depending on local structure and stratigraphic conditions.
DEVONIAN SECTION		Could be productive if local structure prevails.

FORT ASSINIBOINE AREA



RESERVATION No. 1827

The following leases make up 960 acres more or less in this general area.

Northeast $\frac{1}{4}$ Section 31, Township 61, Range 6, West of the Fifth Meridian, NW $\frac{1}{4}$ of Section 32, Township 61, Range 6, West of the Fifth Meridian, Southeast $\frac{1}{4}$ of Section 32, Township 61, Range 6, West of the Fifth Meridian, Northeast $\frac{1}{4}$ of Section 34, Township 61, Range 6, West of the Fifth Meridian, Northeast $\frac{1}{4}$ of Section 19, Township 61, Range 6, West of the Fifth Meridian.

GEOLOGICAL INFORMATION:

One well, Fort Assiniboine No. 1 drilled northeast of your leases indicates several potential oil and/or gas horizons to be present with some encouragement in the Viking Sands. One drill stem test in this zone gave a gas flow of 2770 mcf/d. Potential horizons—Viking Sands, Blairmore formation, Mississippian L. S. and Devonian L. S. and Dolomite. It would hardly be worth while to explore this acreage since it is scattered, but it is worth holding pending operations of the larger leaseholders in the area.

LLOYDMINSTER AREA

RESERVATION No. 1725

All those parcels or tract of land, situate, lying and being in the Province of Alberta, Canada, and being composed of:

The Northeast $\frac{1}{4}$ of Section 26, Sections 32, 34 and 36 in Township 51, Range 2, West of the Fourth Meridian, and that portion of the North $\frac{1}{2}$ of Section 35 covered by the waters of Lake No. 1, as shown upon a map or plan of survey of the said Township, approved and confirmed at Ottawa on March 30, 1907, by E. Deville, Surveyor General, and on file in the Department of Lands and Forests at Edmonton.

AND

Sections 2, 4 and 6, the North $\frac{1}{2}$ and Southeast $\frac{1}{4}$ of Section 10, Sections 11, 12, 14 and 16, the West $\frac{1}{2}$ of Section 17, Sections 18, 20, 22 and 24, the Northeast $\frac{1}{4}$ of Section 26, Sections 28, 29, 30, 32, 34 and 36 in Township 52, Range 2, West of the Fourth Meridian, and those portions of Sections 3 and 5 covered by the waters of Lake No. 1, as shown upon a map or plan of survey of the said Township, approved and confirmed at Ottawa on April 30, 1907, by E. Deville, Surveyor General, and on file in the Department of Lands and Forests at Edmonton;

AND

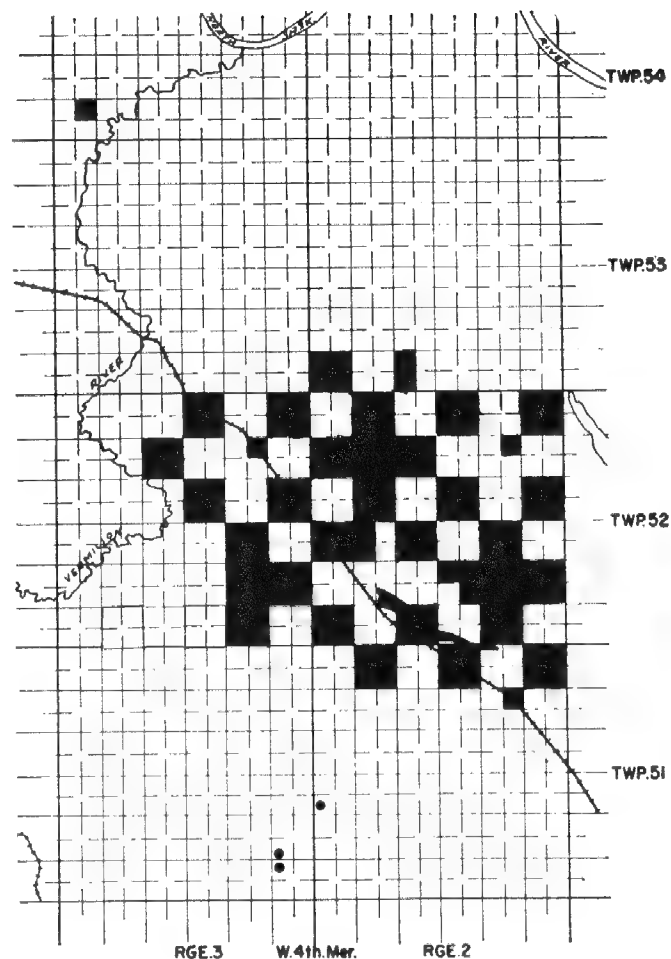
Sections 2, 11, 12, 14, 22 and 24, the Northeast $\frac{1}{4}$ of Section 26 and Sections 28, 34, and 36 in Township 53, Range 2, West of the Fourth Meridian.

The lands herein described contain an area of 19,924 acres, more or less.

The following scattered lands are also included in this area:

W $\frac{1}{2}$ of Section 4, Township 53, Range 2, West of the Fourth Meridian.

All Section 6, Township 53, Range 2, West 4 Meridian containing 960 acres.



GEOLOGICAL INFORMATION:

Reservation No. 1725, and adjacent land is located in the general area of the Lloydminster Lower Cretaceous Oilfield.

Oil and gas in this area is produced from the Mannville formation which includes:

1. Colony Sand contacted at an average depth of 1700 feet. It is a clean coarse grained sand which is the chief source of gas for the Town of Lloydminster and the Husky and Excel-sior refineries.

2. Sparky Sand contacted at an average depth of 1900 feet. It consists of one and sometimes two sands, varying in thicknesses up to 20 feet, and comprises fine, well rounded quartz grains. This sand is the chief production horizon at Lloydminster and produces oil varying in grade from 10-18 degrees API.

3. The General Pete and Lloydminster Sands—similar in nature to the Sparky Sand.

The Paleozoic beds in this area have proved unproductive up to date, but may be productive if found under the right structural conditions.

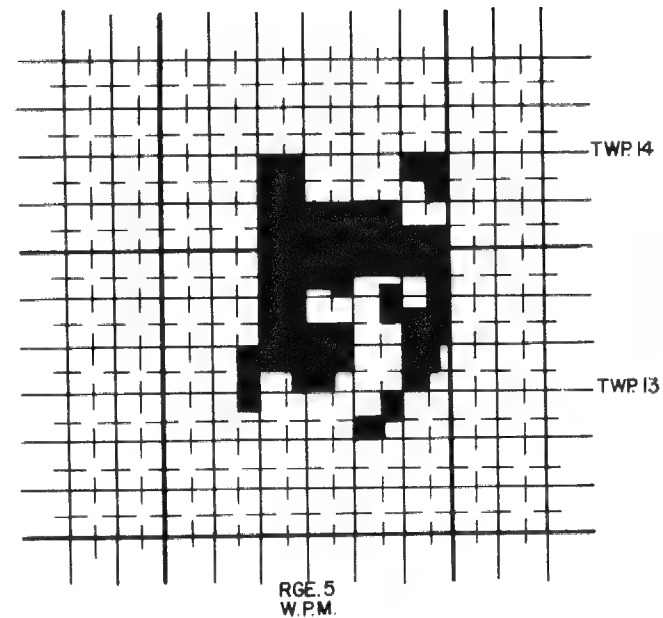
The acreage under discussion is located approximately two miles north of the Kitscoty pool (Sparky production) and approximately eight miles north of the Blackfoot pool (Sparky Production).

EAST FLANK

WILLISTON BASIN MANITOBA

The following leases make up 9040 acres more or less in the survey

NE $\frac{1}{4}$	Sec. 14, Twp. 13, Rge. 5, West Principal Mer.
SW $\frac{1}{4}$	Sec. 14, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$ of NE $\frac{1}{4}$	Sec. 17, Twp. 13, Rge. 5, West Principal Mer.
E $\frac{1}{2}$	Sec. 20, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$	Sec. 21, Twp. 13, Rge. 5, West Principal Mer.
E $\frac{1}{2}$ of SE $\frac{1}{4}$	Sec. 21, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$ of NE $\frac{1}{4}$	Sec. 22, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$ of NW $\frac{1}{4}$	Sec. 22, Twp. 13, Rge. 5, West Principal Mer.
SW $\frac{1}{4}$	Sec. 22, Twp. 13, Rge. 5, West Principal Mer.
S $\frac{1}{2}$ of NW $\frac{1}{4}$	Sec. 25, Twp. 13, Rge. 5, West Principal Mer.
W $\frac{1}{2}$	Sec. 24, Twp. 13, Rge. 5, West Principal Mer.
W $\frac{1}{2}$ of NE $\frac{1}{4}$	Sec. 24, Twp. 13, Rge. 5, West Principal Mer.
NE $\frac{1}{4}$	Sec. 25, Twp. 13, Rge. 5, West Principal Mer.
S $\frac{1}{2}$	Sec. 25, Twp. 13, Rge. 5, West Principal Mer.
NE $\frac{1}{4}$	Sec. 26, Twp. 13, Rge. 5, West Principal Mer.
S $\frac{1}{2}$	Sec. 27, Twp. 13, Rge. 5, West Principal Mer.
All of	Sec. 28, Twp. 13, Rge. 5, West Principal Mer.
SE $\frac{1}{4}$	Sec. 34, Twp. 13, Rge. 5, West Principal Mer.
SE $\frac{1}{4}$	Sec. 36, Twp. 13, Rge. 5, West Principal Mer.
All	Sec. 33, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$	Sec. 34, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$ of SW $\frac{1}{4}$	Sec. 34, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$	Sec. 35, Twp. 13, Rge. 5, West Principal Mer.
S $\frac{1}{2}$ of SE $\frac{1}{4}$	Sec. 35, Twp. 13, Rge. 5, West Principal Mer.
N $\frac{1}{2}$	Sec. 36, Twp. 13, Rge. 5, West Principal Mer.
S $\frac{1}{2}$	Sec. 1, Twp. 14, Rge. 5, West Principal Mer.
All	Sec. 2, Twp. 14, Rge. 5, West Principal Mer.
All	Sec. 3, Twp. 14, Rge. 5, West Principal Mer.



All	Sec. 4, Twp. 14, Rge. 5, West Principal Mer.
All	Sec. 9, Twp. 14, Rge. 5, West Principal Mer.
N $\frac{1}{2}$	Sec. 12, Twp. 14, Rge. 5, West Principal Mer.
SE $\frac{1}{4}$	Sec. 12, Twp. 14, Rge. 5, West Principal Mer.

GEOLOGICAL INFORMATION:

The Williston Basin is a large geologic structure covering part of South Dakota, most of North Dakota, part of Montana, Southern Saskatchewan, and Southwestern Manitoba. The flanks of the huge basin have not been determined in full, but estimates have placed it between eighty and one hundred twenty-five thousand square miles in area.

Geological and geophysical exploration has been carried on in this basin for the past thirty years.

In February, 1951, California Standard Company discovered oil near Virden, Manitoba, and in May of 1951, Amerada Petroleum Corporation found oil near Tioga, North Dakota. Shell Oil Company found oil in June of 1951, near Richey, Montana. Since the discoveries, several successful wells have been completed in the three districts.

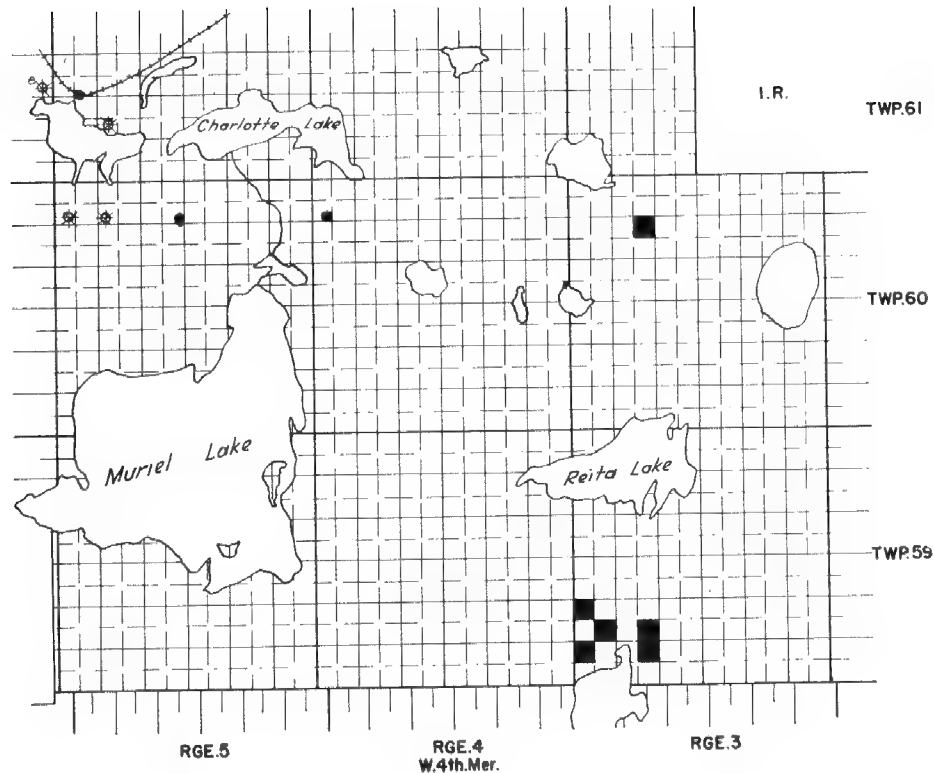
The stratagraphy of this great basin has yet to be worked out. However, the sediments in Southern Saskatchewan and Southwestern Manitoba are comparable with those of Southeastern Alberta.

Potential oil and/or gas horizons in the basin are: Cretaceous, Jurassic, Triassic, Mississippian and Devonian.

Production from the Amerada wells near Tioga is from three separate horizons in the Devonian, while production near Virden, Manitoba, and Richey, Montana, are from the Madison limestones of the Mississippian.

Your land is on the east flank of the basin which provides good stratagraphic trap conditions with the thinning of the various sedimentary members up-dip.

BONNYVILLE AREA



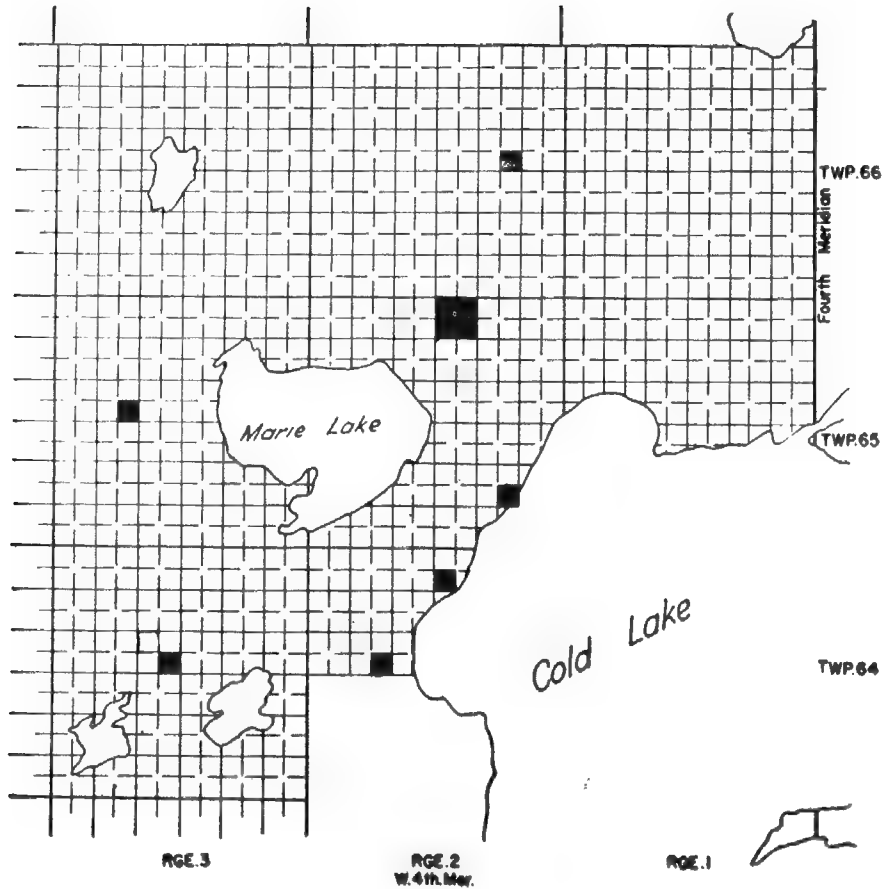
NE $\frac{1}{4}$ Section 29, Township 60, Range 3, West of the Fourth Meridian
 NW $\frac{1}{4}$ Section 7, Township 59, Range 3, West of the Fourth Meridian
 SE $\frac{1}{4}$ Section 7, Township 59, Range 3, West of the Fourth Meridian
 NW $\frac{1}{4}$ Section 6, Township 59, Range 3, West of the Fourth Meridian
 SE $\frac{1}{4}$ Section 8, Township 59, Range 3, West of the Fourth Meridian
 NE $\frac{1}{4}$ Section 5, Township 59, Range 3, West of the Fourth Meridian

BONNYVILLE AREA

GEOLOGICAL INFORMATION:

Certain leases held in the vicinity of Township 59, Range 3, West of the 4th Meridian, are located almost precisely on strike with the Bonnyville Gas Syndicate Wells to the Northwest. In this area the possibility of high quality deep production from Cambrian sands (Depth approximately 4,000 feet) should be taken into consideration in a development program.

COLD LAKE AREA



- SE $\frac{1}{4}$ Section 20, Township 65, Range 3, West of the Fourth Meridian
- SW $\frac{1}{4}$ Section 34, Township 64, Range 2, West of the Fourth Meridian
- SE $\frac{1}{4}$ Section 21, Township 64, Range 3, West of the Fourth Meridian
- SE $\frac{1}{4}$ Section 11, Township 65, Range 2, West of the Fourth Meridian
- SE $\frac{1}{4}$ Section 20, Township 64, Range 2, West of the Fourth Meridian
- SE $\frac{1}{4}$ Section 25, Township 66, Range 2, West of the Fourth Meridian
- All Section 34, Township 65, Range 2, West of the Fourth Meridian
- NW $\frac{1}{4}$ Section 5, Township 63, Range 4, West of the Fourth Meridian

SLAVE LAKE AREA

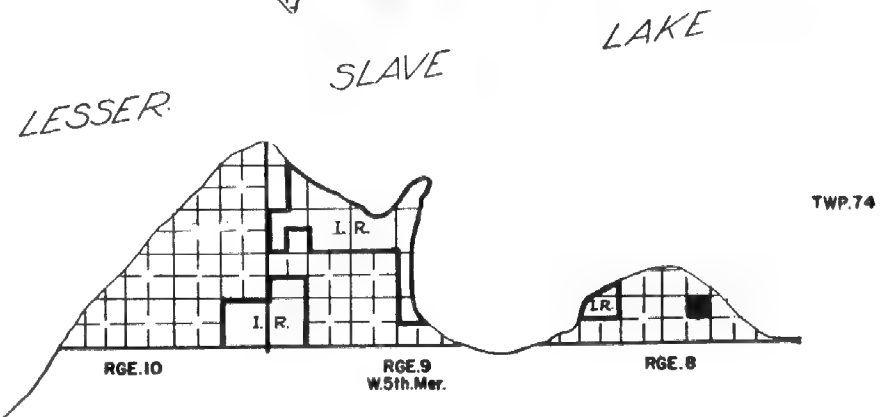
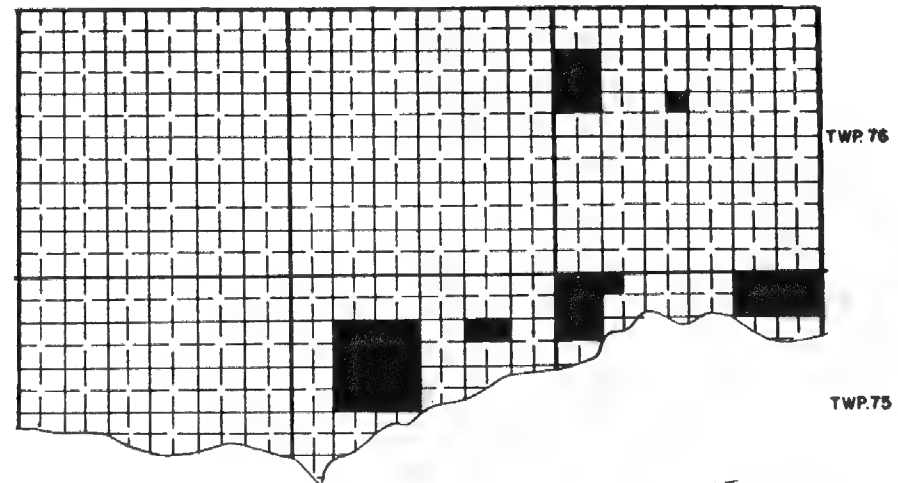
	Section 36, Twp. 75, Rge. 8, W. of 5 M.
	Section 30, Twp. 76, Rge. 8, W. of 5 M.
N $\frac{1}{2}$	Section 19, Twp. 76, Rge. 8, W. of 5 M.
N $\frac{1}{2}$	Section 30, Twp. 75, Rge. 8, W. of 5 M.
	Section 31, Twp. 75, Rge. 8, W. of 5 M.
N $\frac{1}{2}$	Section 26, Twp. 75, Rge. 9, W. of 5 M.
	Section 20, Twp. 75, Rge. 9, W. of 5 M.
	Section 21, Twp. 75, Rge. 9, W. of 5 M.
	Section 28, Twp. 75, Rge. 9, W. of 5 M.
	Section 29, Twp. 75, Rge. 9, W. of 5 M.
NW $\frac{1}{4}$	Section 32, Twp. 75, Rge. 8, W. of 5 M.
NE $\frac{1}{4}$	Section 21, Twp. 76, Rge. 8, W. of 5 M.
N $\frac{1}{2}$	Section 8, Twp. 72, Rge. 8, W. of 5 M.
NE $\frac{1}{4}$	Section 3, Twp. 74, Rge. 8, W. of 5 M.
	Section 35, Twp. 75, Rge. 8, W. of 5 M.

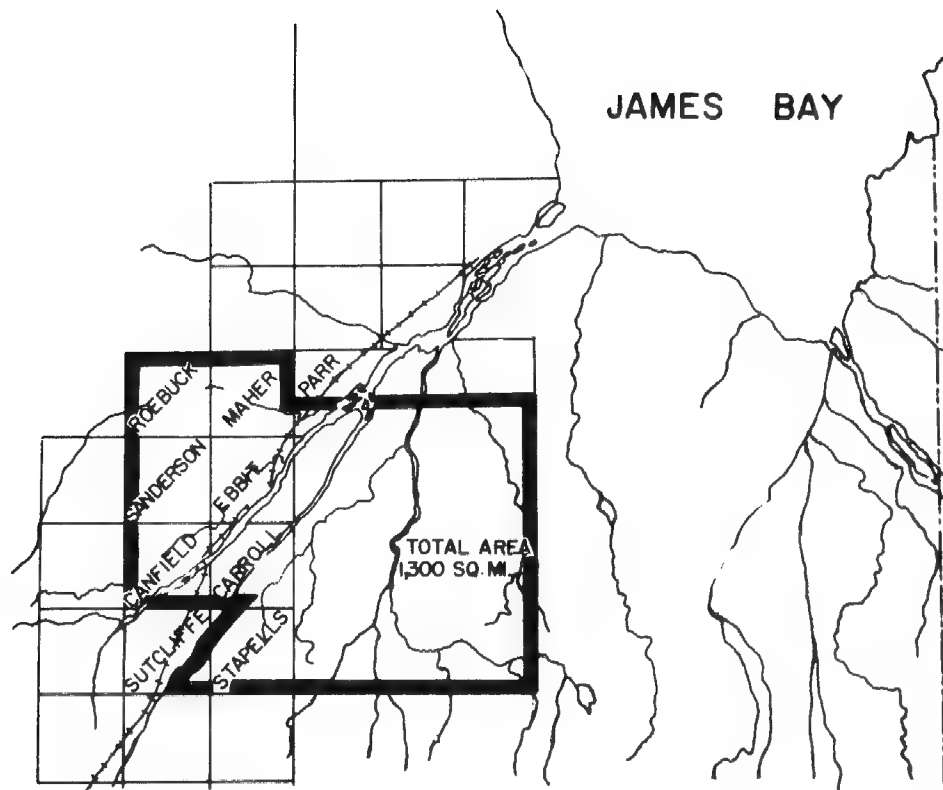
SLAVE LAKE AREA

GEOLOGICAL INFORMATION:

Certain leases held in the vicinity of Township 75, Range 8, West of the 5th Meridian.

Sufficient information has been obtained to indicate that these leases lie on a favourably disposed geological feature of considerable magnitude. Although the exact size and shape is not at this time determinable, it could be stated that the feature is characterized by a long axis extending along a northeast southwest locus.





PLAN OF
BORING PERMIT
IN THE TOWNSHIPS OF—
ROEBUCK, MAHER, EBBITT, SANDERSON,
CANFIELD, CARROLL, STAPELLS,
SUTCLIFFE & PARR,
DISTRICT OF COCHRANE
ONTARIO

SCALE: 1 IN. = 20 MI.

PRELIMINARY GEOLOGICAL REPORT ON PROVINCE OF ONTARIO JAMES BAY AREA BORING PERMIT N.T. 8

Despite the report on this property set out in Prospectus No. 2, geologists have been unable to confirm or disprove the presence of oil seepages reported by Col. Nelson.

The total area set forth in this Permit comprises Townships Roebuck, Maher, Ebbitt, Sanderson, Canfield, Carroll, Stapells, Sutcliffe and Parr, totalling 1,500 sq. miles described according to the plan herewith submitted. This area lies within the limits of the Hudson Bay Lowland on the southwest flank of Hudson Bay in Canada. Specifically, the reservation lies in that portion of the Hudson Bay Lowland known as the James Bay Basin. The Moose River and Abitibi River flow northeastward to James Bay. The regional depth in the vicinity of the reservation is approximately northwest, where the Pre-Cambrian floor is estimated to be at an elevation of 750 feet below sea level.

This great Lowland region, occupied by Paleozoic rocks and to a certain extent by Lower Cretaceous formations, lies at the southern end of a belt of sediments about 800 miles long which varies in width from 75 to 225 miles. Throughout this area, the bed rock is covered by a thick mantle of marine and glacial deposits of Pleistocene Age so that outcrops are exposed only at low water level on some of the main streams. The Paleozoic sediments are chiefly marine in origin, and are composed largely of limestone and shale with small amounts of gypsum and sandstone. The thickness of the sediments in this area is expected to be between 1,000 and 2,000 feet, with a Devonian section containing favorable reservoir rocks and reef formations estimated to be 600 feet thick. In this vast area, only four holes have been drilled as stratigraphic tests to date.

Taking all of the reports, both scientific and layman, into consideration, it is not unlikely that oil or gas seeps may exist in this area. Furthermore, the consensus of opinion seems to be that there is a good possibility of finding oil in this Basin, as evidenced by the following excerpts:

"Favorable reservoir rocks and reef formations are known in the Silurian and Devonian section. However, no surface seepages of oil or gas are known and no showings have been recorded in any of the stratigraphic tests to date."

—From A.A.P.G. Bulletin, Vol. 35, No. 2 (Ref. Page 2.)

"... it's not the best nor the least attractive. It is comparable to the southwestern Ontario area from which more than 50,000,000 bbls. of oil have been obtained to date., and in which the sedimentary column is similar in composition and in the total thickness. It is also comparable to the shallower portion of southwestern Manitoba and Nor-

thern Saskatchewan, where major oil companies are now exploring on a large scale. The apparent absence of oil and/or gas seepages from the Devonian rock outcrops does not necessarily mitigate against the possibilities of production from coral-reef reservoirs at depth, but discovery of such seepages would obviously enhance the possibilities of the area. . . . the undersigned would, under present conditions, classify the Moose River Basin area as a prospective area for commercial oil and/or gas discoveries, and exploration should be confined to the deeper parts of the basin area, away from the Pre-Cambrian shield outcrop boundary."

—Theo. A. Link, R.P.E. of Alberta and Ontario. (Ref. Page 4.)
"Although no actual showings of crude oil or gas have been obtained in the very limited amount of drilling accomplished to date, the boreholes reveal geological conditions definitely favourable for the occurrence of oil and gas

"... Mr. Gerrie (geologist from Swastika Ontario, in charge of drilling on the Walter Parry boring permit), states he detected a distinctive odor of crude oil when the core (517 in hole # 1-A) was first removed from the hole, definitely indicates favourable conditions for the occurrence of oil and gas in this immediate locality. Surface indications of oil and gas reported in Ontario Bureau of Mines publication, volume 32, 1923, part 5, pages 78 and 79, as having been detected near this drill site, thus may quite possibly be attributed to oil-bearing structure in this vicinity."

—E. K. Fockler, Fellow of the Geological Association of Canada. (Ref. Page 7.)

"It is my opinion based on my investigation, that this region has definite oil possibilities; probably equal to or better than most of the untested wildcat areas to be found on the North American Continent. I have no hesitancy in recommending the testing of this region by drilling several test wells to a sufficient depth to penetrate the top of the strata of Precambrian Age."

—From a letter to Mr. Axel B. Gravem, Orleans, Mass., from E. B. Emrick, Consulting Geological and Petroleum Engineer, First National Bank Building, Conrad, Montana, March 14, 1951.

It is interesting to note that this area lies closer to the large Eastern industrial markets than any major oil accumulation known to date.

WENTWORTH J. TELLINGTON, P. Eng.

STATUTORY INFORMATION

(a) Overland Industries Limited was incorporated on the 7th day of May, A.D. 1952. The address of its registered office is 512 Alexandra Building, Edmonton, Alberta. The extent of the liability of the members of the Company is limited to such consideration as has been paid for fully paid-up non-assessable shares without nominal or par value. The Company's Memorandum provides the amount of the authorized capital of the Company is Seven Million, Five Hundred Thousand (7,500,000) shares without nominal or par value which may be issued for such consideration as does not exceed in the aggregate the sum of Seven Million, Five Hundred Thousand (\$7,500,000.00) Dollars. The Company's Articles of Association provide that the Company may pay a commission not exceeding Forty (40%) percent of the nominal or par value of the shares or an amount equal to Forty (40%) percent of the nominal or par value of the shares in each case subscribed for. The amount of the capital subscribed is Five Hundred and Eighty Thousand, Four Hundred and Sixty-three (580,463) shares, and the amount of the capital paid up is Five Hundred and Eighty Thousand, Four Hundred and Sixty-three (580,463) shares. The Company received net to its treasury Fifteen Thousand Dollars (\$15,000.00) for the first Thirty Thousand (30,000) of the said shares and later received Ninety Thousand Five Hundred and Ninety Dollars and Forty Cents (\$90,590.40) for the next One Hundred and Fifty Thousand, Nine Hundred and Eighty-four (150,984) of the said shares under the Agreement between the Company and the Various Persons referred to in Clause (p) hereof.

(b) The proceeds of subscription invited by this Prospectus will be used to pay for the following plan of operations. The Company proposes to participate in the drilling of a well on the West Half of Section 19, Township 51, Range 23, West of the 4th Meridian, in the surrendered portion of the Papaschase Indian Reserve No. 136 in the Province of Alberta, containing 320 acres more or less to determine the presence of Petroleum or Natural Gas. Further funds will be used to conduct the preliminary geological and geophysical exploration on such of the Company's

properties as may be determined by the Directors upon the advice of geologists with a view to selecting the best possible drilling sites. Such funds will also be used to acquire further interest in petroleum and natural gas properties in the discretion of the Directors in the light of geological reports and advice. They may also be used to drill or participate in the drilling of a further well or wells in the discretion of the Directors at such location or locations on the Company's properties or on other properties or in which the Company has an interest as the Directors at such location or locations on the Company's properties or on other properties or in which the Company has an interest as the Directors may determine from time to time in the light of geological reports and advice and having regard to the best interests of the Company at the time.

(c) The number of shares offered by this Prospectus is Five Hundred Thousand, Five Hundred and Twenty-one (500,521) shares of no par value, the full sum of One (\$1.00) Dollar being payable upon the application for each share. Commission in cash at the rate of Twenty (20%) percent will be paid thereon.

(d) The amount fixed as the minimum subscription on which the Directors might proceed to allotment was One Thousand, Five Hundred (\$1,500.00) Dollars. This sum was subscribed, and the Company has now received a Certificate to Commence Business.

(e) The property purchased or acquired or proposed to be purchased or acquired by the Company consists of the following:

1. FRIEDERICH VOIGT is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Friederich Voigt agreed to assign the said leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. In addition to the usual gross

royalty to Her Majesty, there is an overriding gross royalty of Two and One-half (2½%) percent reserved to Friedrich Voigt. The following leases accordingly have been assigned to the Company by Assignments dated June 11, 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
89002	April 15, 1952	W½ 4-53-2-W4	320
89111	April 26, 1952	SW¼ 36-47-4-W4	160
89794	June 2, 1952	N½ 26-75-9-W5	320
89791	June 2, 1952	N½ 19-76-8-W5 and all Sec. 30-76-8-W5	961
89792	June 2, 1952	W½ 12-67-19-W4	322
89793	June 2, 1952	NW¼ 20-67-19-W4	160
89795	June 2, 1952	N½ 30-75-8-W5 and all Sec. 31-75-8-W5	960
89797	June 2, 1952	Sec. 36-75-8-W5	642
89827	June 2, 1952	Sec. 34-65-2-W4	635
89840	June 2, 1952	Sec. 11-88-10-W4	642
89866	June 3, 1952	NW¼ 6-66-20-W4	160
89867	June 3, 1952	SW¼ 32-67-20-W4	160
89868	June 3, 1952	SW¼ 28-67-20-W4	161
89869	June 3, 1952	NE¼ 36-67-20-W4	161

2. GLENN J. FISHER is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Glenn J. Fisher agreed to assign the said leases to Richard F. Taylor and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. In addition to the usual gross royalty to Her Majesty, there is an overriding gross royalty of Two and One-half (2½%) percent reserved to Glenn J. Fisher. The following leases accordingly have been assigned to the Company by Assignments dated June 11, 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
89266	May 5, 1952	NW¼ 18-88-10-W4	160
89268	May 5, 1952	NW¼ 16-88-10-W4	160
89270	May 5, 1952	NW¼ 14-88-10-W4	160
89445	May 14, 1952	NW¼ 12-54-5-W4	160
89446	May 14, 1952	NE¼ 6-54-3-W4	159
89470	May 14, 1952	SE¼ 20-65-3-W4	160
89474	May 14, 1952	SW¼ 17-67-20-W4	160
89561	May 15, 1952	W½ Sec. 4; Sec. 5; E½ Sec. 6 and 7; Sec. 8; W½ Sec. 9 and 16; Sec. 17; E½ Sec. 18 Twp. 94-23-W5	3,828
89475	May 14, 1952	SW¼ 17-67-20-W4	160

3. DAVID MYRON VIPOND is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, David Myron Vipond agreed to assign the said leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. The following leases accordingly have been assigned to the Company by Assignments dated the 11th of June, A.D. 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
86080	Sept. 18, 1951	SE¼ 16-61-17-W4	160
86434	October 9, 1951	W½ 17-66-20-W4	320
88647	March 24, 1952	SW¼ 53-64-16-W4	160
87231	January 4, 1952	SW¼ 30-74-18-W5	160
89300	May 6, 1952	NE¼ 3-74-8-W5	160
89335	May 7, 1952	NW¼ 3 and NE¼ 4 Twp. 68-20-W4	320
89336	May 7, 1952	W½ 5-68-20-W4	322
89521	May 15, 1952	N½ 8-72-3-W5	320
89522	May 15, 1952	NE¼ 21-76-8-W5	160

4. FREDERICH TURNBULL is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Frederick Turnbull agreed to assign the said leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. The following leases accordingly have been assigned to the Company by Assignments dated 11th of June, A.D. 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
89333	May 7, 1952	S $\frac{1}{2}$ 5-68-20-W4	322
89334	May 7, 1952	NE $\frac{1}{4}$ 5-68-20-W4	161

5. ARTHUR BELL is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Arthur Bell agreed to assign the said leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. The following leases accordingly have been assigned to the Company by assignments dated the 11th of June, A.D. 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
88581	March 20, 1952	NW $\frac{1}{4}$ 35-68-20-W4	160
88582	March 20, 1952	SE $\frac{1}{4}$ 25-68-20-W4	160
88583	March 20, 1952	NW $\frac{1}{4}$ 25-68-20-W4	160
89337	May 7, 1952	SE $\frac{1}{4}$ 36-64-15-W4	160
89026	April 18, 1952	SW $\frac{1}{4}$ 25-65-16-W4	160
89027	April 18, 1952	NE $\frac{1}{4}$ 24-65-16-W4	160
89040	April 18, 1952	NW $\frac{1}{4}$ 8-62-15-W4	160
88645	March 24, 1952	NW $\frac{1}{4}$ 27-67-20-W4	160
89156	May 1, 1952	NE $\frac{1}{4}$ 36-65-16-W4	160
88741	April 2, 1952	NW $\frac{1}{4}$ 16-55-11-W4	160
88742	April 2, 1952	NW $\frac{1}{4}$ 22-55-11-W4	160
88743	April 2, 1952	NW $\frac{1}{4}$ 27-55-11-W4	160

88814	April 7, 1952	NW $\frac{1}{4}$ 15-55-11-W4	161
89039	April 18, 1952	NW $\frac{1}{4}$ 5-63-4-W4	161
89094	April 25, 1952	SW $\frac{1}{4}$ 2-44-4-W4	160
89095	April 25, 1952	SW $\frac{1}{4}$ 1-44-4-W4	160
89157	May 1, 1952	SW $\frac{1}{4}$ 36-65-16-W4	160
89158	May 1, 1952	NE $\frac{1}{4}$ 25-65-16-W4	160
89338	May 7, 1952	SW $\frac{1}{4}$ 36-64-15-W4	160
89339	May 7, 1952	NE $\frac{1}{4}$ 35-64-15-W4	161

6. HORACE VOIGT is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Horace Voigt agreed to assign the said Leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. The following leases accordingly have been assigned to the Company by Assignments dated the 11th of June, A.D. 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
89435	May 12, 1952	NE $\frac{1}{4}$ 25-66-20-W4	159
89438	May 13, 1952	NE $\frac{1}{4}$ 34-65-20-W4	159
89442	May 13, 1952	NW $\frac{1}{4}$ 34-65-20-W4	159
89508	May 15, 1952	SW $\frac{1}{4}$ 4-67-19-W4	163

7. ROBERT HERBERT BOWER is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Robert Herbert Bower agreed to assign the said Leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. In addition to the usual gross royalty to Her Majesty, there is an overriding gross royalty of Two and One-half (2 $\frac{1}{2}$ %) percent reserved to Robert Herbert Bower. The following leases accordingly have been assigned to the Company by Assignments dated June 11th, A.D. 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
84478	July 10, 1951	SE¼ 2-57-13-W4	160
88608	March 24, 1952	SE¼ 34-47-4-W4	160
88648	March 24, 1952	SE¼ 28-48-4-W4	160
89329	May 7, 1952	SW¼ 33-67-20-W4	161
89510	May 15, 1952	SE¼ 10-69-20-W5	160
90082	June 11, 1952	Sec. 29-16-9-W4	640
90083	June 11, 1952	NE¼ 28-2-17-W4	161
90084	June 11, 1952	NE¼ 23-2-17-W4	159
90085	June 11, 1952	SE¼ 25-2-17-W4	160

8. CHARLES FRANK ROBERTS is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Charles Frank Roberts agreed to assign the said leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said leases to the Company. In addition to the usual gross royalty to Her Majesty, there is an overriding gross royalty of Two and One-half (2½%) percent reserved to Charles Frank Roberts. The following leases accordingly have been assigned to the Company by Assignments dated June 11th, 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
88443	March 13, 1952	NW¼ 4-68-15-W4	160
88416	March 15, 1952	NE¼ 29 60-3-W4	160
88417	March 15, 1952	SE¼ 25-75-4-W6	161

9. VI-CO HOLDINGS LIMITED is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. Vi-Co Holdings Limited is also the Assignee of a Freehold Petroleum and Natural Gas Lease granted by Robert Jonas of Vegreville. By Agreement dated the 2nd day of June, A.D. 1952, Vi-Co Holdings Limited agreed to assign the said leases to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all

his right, title and interest in the said leases to the Company. In addition to the usual gross royalty to Her Majesty, there is an overriding gross royalty of Two and One-half (2½%) percent reserved to Vi-Co Holdings Limited. The following leases accordingly have been assigned to the Company by Assignments dated June 11th, 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
89499	May 14, 1952	E½ 23-70-6-W6	320
89500	May 14, 1952	Sec. 18-70-7-W6	636
89772	June 2, 1952	SE¼ 7-59-5-W4	161
89773	June 2, 1952	NW¼ 7-59-5-W4	161
89774	June 2, 1952	NW¼ 6-59-5-W4	161
89775	June 2, 1952	NE¼ 5-59-5-W4	160
89776	June 2, 1952	SW¼ 8-59-5-W4	160
Freehold	Feb. 9, 1952	NW¼ 21-51-15-W4	160

10. D. C. EMSLIE is the Lessee under the following Petroleum and Natural Gas Lease from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, D. C. Emslie agreed to assign the said lease to Richard F. Taylor, and by Agreement dated the 9th day of June, A.D. 1952, Richard F. Taylor agreed to assign all his right, title and interest in the said lease to the Company. The following lease accordingly has been assigned to the Company by an Assignment dated June 11, 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
88418	March 15, 1952	SW¼ 24-49-8-W4	159

11. OVERLAND LEASEHOLDS LIMITED is the Lessee or the Assignee from the Lessee of the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. By Agreement dated the 2nd day of June, A.D. 1952, Overland Leaseholds Limited agreed to assign all his right, title and interest in the said Leases to the Company. In addition to the usual gross

royalty to Her Majesty, there is an overriding gross royalty of Two and One-half (2½%) percent reserved to Overland Leaseholds Limited. The following leases accordingly have been assigned to the Company by Assignments dated June 11, 1952.

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
89051	April 19, 1952	Sec. 20-57-15-W4	640
89782	June 2, 1952	Sec. 36-57-6-W4	643
90055	June 10, 1952	W½ 15-66-16-W4	320
90056	June 10, 1952	NE¼ 12 and SE¼ of Sec. 13-66-16-W4	320
90064	June 11, 1952	S½ 1-66-16-W4	320
90065	June 11, 1952	E½ 18-66-16-W4	318

12. FRIEDERICH VOIGT is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. Friederich Voigt assigned the said leases to the Company for Twenty-nine Thousand (\$29,000.00) Dollars, plus an overriding gross royalty of Two and One-half (2½%) percent. The Leases assigned are as follows:

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
88815	April 7, 1952	SE¼ 28-59-8-W4	161
88816	April 7, 1952	SW¼ 23-59-8-W4	161
88976	April 16, 1952	NW¼ 11-41-8-W4	160
88977	April 16, 1952	SW¼ 6-41-8-W4	160
88978	April 16, 1952	SW¼ 4-41-8-W4	160
88908	April 15, 1952	NW¼ 26-68-20-W4	160
88909	April 15, 1952	NW¼ 34-68-20-W4	160
89000	April 15, 1952	NW¼ 14-68-20-W4	160
89001	April 15, 1952	SE¼ 23-68-20-W4	160
89003	April 15, 1952	Sec. 6-53-2-W4	640
89796	June 2, 1952	Sec. 20, 21, 28, 29 Twp. 75-9-W5	2,560

13. GLENN J. FISHER is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen repre-

sented by the Minister of Mines and Minerals for the Province of Alberta. Glenn J. Fisher assigned the said leases to the Company for Nineteen Thousand (\$19,000.00) Dollars plus an overriding gross royalty of Two and One-half (2½%) percent. The Leases assigned are as follows:

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
88451	March 14, 1952	SE¼ 11-65-2-W4	160
88452	March 14, 1952	SE¼ 20-64-2-W4	160
88453	March 14, 1952	SW¼ 34-64-2-W4	160
88457	March 14, 1952	SE¼ 23-66-2-W4	160
80079	April 22, 1952	N½ 29 and S½ 32-68-20-W4	640
89389	May 9, 1952	Sec. 21-66-19-W4	638
89472	May 14, 1952	SE¼ 21-64-3-W4	160
89477	May 14, 1952	SW¼ 28-66-20-W4	159
89553	May 15, 1952	SW¼ 36-68-19-W4	160
89724	May 26, 1952	Sec. 35-75-8-W5	640

14. ALMA OLIVENE HAYWARD is the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. Alma Olivene Hayward assigned the said leases to David Myron Vipond, who in turn assigned the same to Overland Industries Limited for Two Thousand Four Hundred (\$2,400.00) Dollars. In addition to the usual gross royalty payable to Her Majesty the Queen there is an overriding gross royalty of Two and One-half (2½%) percent reserved to Alma Olivene Hayward. The leases assigned are as follows:

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
84587	July 13, 1951	NE¼ 36-56-11-W5	160
84589	July 13, 1951	SE¼ 20-56-7-W5	160
84590	July 13, 1951	NE¼ 20-56-7-W5	160

15. DAVID VIPOND is the Lessee or entitled to become the Lessee under the following Petroleum and Natural Gas Leases from Her Majesty the Queen represented by the Minister of Mines and Minerals for the Province of Alberta. David Vipond assigned

the said leases to the Company for Three Thousand, Nine Hundred and Ninety-five Dollars (\$3,995.00) Dollars plus an overriding gross royalty of Two and One half (2½%) percent. The leases assigned are as follows:

LEASE NO.	DATED	LAND DESCRIPTION	ACRES
86689	Nov. 22, 1951	NE¼ 19-61-5-W5	159
86846	Dec. 1, 1951	SW¼ 32-61-6-W5	160
86847	Dec. 1, 1951	SW¼ 32-61-6-W5	160
86848	Dec. 1, 1951	NE¼ 31-61-6-W5	160
86918	Dec. 6, 1951	NE¼ 34-61-6-W5	160

16. The Rural Municipality of Portage La Prairie as the registered owner of the petroleum, natural gas and related hydrocarbons granted a lease dated the 1st day of November, 1951, to Dominion Leaseholds Ltd. of the petroleum, natural gas and related hydrocarbons under certain lands in Manitoba. On the 14th day of May, 1952, Dominion Leaseholds Ltd. assigned to David M. Vipond all its interest in the said lease insofar as it appertained to and affected certain lands described in the assignment. David M. Vipond has assigned to the Company for Nine Thousand Nine Hundred and Twenty (\$9,920.00) Dollars all his right, title and interest acquired pursuant to the said lease in the petroleum, natural gas and related hydrocarbons lying under certain of the said lands listed below.

NE¼ Section 14,
NE¼ Section 25,
SW¼ Section 14,
S½ Section 25,
N½ of NE¼ Section 17,
NE¼ Section 26,
E½ Section 20,
S½ Section 27,
N½ Section 21,
All Section 28,
E½ of SE¼ Section 21,
All Section 33,
NE¼ Section 22,
N½ Section 34,

NW¼ Section 22,
SE¼ Section 34,
SW¼ Section 22,
SE¼ Section 36,
S½ NW¼ Section 25,
W½ Section 24,
W½ of NE¼ of Section 24.

All in Township 13, Range 5, West of the Principal Meridian, containing 4,960 acres more or less.

David M. Vipond by an assignment dated the 29th day of August, 1952, assigned to Kenneth A. McKenzie as Trustee, all Vipond's right, title and interest acquired pursuant to the said lease in the lands hereinafter listed. Kenneth A. McKenzie assigned to the Company for Eight Thousand, Three Hundred and Twenty Dollars (\$8,320.00) plus a gross overriding royalty of Two and One half (2½%) percent, all his right, title and interest in the said lands hereinafter listed, namely:

The N½ of the SW¼ of Section 34,
N½ of Section 35,
S½ of the SE¼ of Section 35,
N½ of Section 36,
all in Township 13, Range 5, West of the Principal Meridian; and

The S½ of Section 1,
All of Section 2,
All of Section 3,
All of Section 4,
All of Section 9,
N½ of Section 12,
SE¼ of Section 12,
all in Township 14, Range 5, West of the Principal Meridian,
in the Province of Manitoba.

17. Kenneth J. Rootes is the holder of Petroleum and Natural Gas Reservation No. 1650 containing 19,840 acres. The Company

has paid the registered holder the sum of Nineteen Thousand, Eight Hundred and Forty (\$19,840.00) Dollars, and is entitled to receive Assignments of all leases acquired out of the Reservation subject however, to a gross overriding royalty of Two and One-half (2½%) percent payable to Kenneth J. Rootes.

18. Glenn J. Fisher is the holder of Petroleum and Natural Gas Reservation No. 1650 containing 19,520 acres and Petroleum and Natural Gas Reservation No. 1706 containing 19,520 acres. The registered holder has entered into an agreement to hold the Reservations in trust for the Company. The Company has paid the registered holder the sum of Thirty-nine Thousand and Forty (\$39,040) Dollars, and is entitled to receive Assignments of all leases acquired out of the said Reservations, subject however to a gross overriding royalty of Two and One-half (2½%) percent, payable to Glenn J. Fisher.

19. Friederich Voigt is the holder of Petroleum and Natural Gas Reservation No. 1725 containing 19,984 acres. The registered holder has entered into an agreement to hold the Reservation in trust for the Company. The Company has paid the registered holder the sum of Nineteen Thousand, Nine Hundred and Eighty-four (\$19,984.00) Dollars and is entitled to receive Assignments of all leases acquired out of the Reservations, subject however, to a gross overriding royalty of Two and One-half (2½%) percent, payable to Friedrich Voigt.

20. Ira L. Young is the holder of Petroleum and Natural Gas Reservation No. 1735 containing 17,280 acres. The registered holder has entered into an agreement to hold the Reservation in trust for the Company. The Company has paid the registered holder the sum of Seventeen Thousand, Two Hundred and Eighty (\$17,280.00) Dollars, and is entitled to receive Assignments of all leases acquired out of the Reservation, subject however, to a gross overriding royalty of Two and One-half (2½%) percent, payable to Ira L. Young.

21. Arthur Bell is the registered holder of Petroleum and Natural Gas Reservation No. 1753 containing 19,840 acres. The registered holder has entered into an agreement to hold the Reservation in

trust for the Company. The Company has paid the registered holder the sum of Nineteen Thousand, Eight Hundred and Forty (\$19,840.00) Dollars, and is entitled to receive Assignments of all leases acquired out of the Reservation, subject however, to a gross overriding royalty of Two and One-half (2½%) percent, payable to Arthur Bell.

22. Vi-Co Holdings Limited is the holder of Petroleum and Natural Gas Reservation No. 1811 containing 19,520 acres and Petroleum and Natural Gas Reservation No. 1824 containing 19,970 acres. The Registered holder has entered into an agreement to hold the Reservations in trust for the Company. The Company has paid the registered holder the sum of Thirty-nine Thousand, Four Hundred and Ninety (\$39,490.00) Dollars, and is entitled to receive Assignments of all Leases acquired out of the Reservations subject however to a gross overriding royalty of Two and One-half (2½%) percent, payable to Vi-Co Holdings Limited.

23. Victor M. Petroskey is the holder of Petroleum and Natural Gas Reservation No. 1827 containing 36,886 acres. The registered holder has entered into an agreement to hold the Reservation in trust for the Company. The Company has paid the registered holder the sum of Thirty-six Thousand, Eight Hundred and Eighty-six (\$36,886.00) Dollars, and is entitled to receive Assignments of all Leases acquired out of the Reservation subject however, to a gross overriding royalty of Two and One-half (2½%) percent, payable to Victor M. Petroskey.

24. Elisha N. Kennedy is the holder of Petroleum and Natural Gas Rervation No. 1911 containing 11,520 acres, more or less. The registered holder has entered into an agreement to hold the Reservation in trust for the Company. The Company has paid the registered holder the sum of Eleven Thousand, Five Hundred and Twenty (\$11,520.00) Dollars, and is entitled to receive Assignments of all leases acquired out of the Reservation, subject however, to a gross overriding royalty of Two and One-half (2½%) percent, payable to Elisha N. Kennedy.

25. Marshall E. Manning is the holder of Petroleum and Natural Gas Exploratory Permit No. 169 issued by the Government of

British Columbia, containing 39,987 acres more or less. The Company is exercising its Option to acquire this Permit, by paying the sum of Thirty-nine Thousand, Nine Hundred and Eighty-seven (\$39,987.00) Dollars and assigning to Manning a gross overriding royalty of Two and One-half (2½%) percent payable in respect of the petroleum and natural gas production obtained from the lands contained in any leases or license issued to the Company pursuant to the Permit.

26. David Myron Vipond is the holder of Petroleum and Natural Gas Exploratory Permit No. 500 issued by the Government of the Province of British Columbia containing 19,891 acres more or less. Overland Leaseholds Limited, which has acquired a One-half (½) interest in this Permit, has assigned its interest to Overland Industries Limited for the sum of Ten Thousand Dollars (\$10,000.00) plus a gross overriding royalty of Two and One-half Percent (2½%) payable to Overland Leaseholds Limited in respect of the production obtained from leases and licenses acquired the Company pursuant to this Permit.

27. Fred Voigt, the holder of the following gross royalties, has assigned the same to Overland Industries Limited for Ten Thousand (\$10,000.00) Dollars.

NAME OF TRUST AGREEMENT	INTEREST	LAND DESCRIPTION
Flynn No. 1 Gross Royalty Trust	7/40 of 1 royalty unit	N½-9, N½-10, 15 & 16 of Sec. 21-54-25-W4
Flynn No. 2 Gross Royalty Trust	7/40 of 1 royalty unit	LSD 3, E½-4, 5 & 6 of Sec. 27-54-25-W4
Flynn No. 3 Gross Royalty Trust	6/40 of 1 royalty unit	Fractional LSD's 1, 2, 7 & 8 of Sec. 27-54-25-W4
George Kluthe No. 1 Gross Royalty Trust	13/40 of 1 royalty unit	LSD's 3, 4, 5 & 6 of Sec. 21-54-26-W4

George Kluthe No. 2 Gross Royalty Trust	13/40 of 1 royalty unit	LSD's 11, 12, 13 and 14 of Sec. 21-54-25-W4
George Kluthe No. 3 Gross Royalty Trust	13/40 of 1 royalty unit	LSD's 11, 12, 13 and 14 of Sec. 27-54-25-W4

28. David Vipond, the holder of the following gross royalties, has assigned the same to Overland Industries Limited for Three Thousand, Four Hundred (\$3,400.00) Dollars.

NAME OF TRUST AGREEMENT	INTEREST	LAND DESCRIPTION
Kingsfish Royalty Trust	1% 1%	NW¼ 9 44-25-W4 SW¼ 15-56-22-W4
A. D. O'Brien Smith Gross Royalty Trust	1 Royalty Unit	NW¼ 3-57-27-W4
Alberta Minerals Ltd. Gross Royalty Trust	½ of 1 Royalty Unit	SE¼ 33-54-25-W4
Edgar T. Jones Gross Royalty Trust	1 Royalty Unit 1¼ Royalty Unit	SW¼ 25-39-27-W4 SE¼ 21-59-6-W5

29. B. C. Tanner, the holder of the following gross royalties, has assigned the same to Overland Industries Limited for Two Thousand (\$2,000.00) Dollars.

NAME OF TRUST AGREEMENT	INTEREST	LAND DESCRIPTION
Michael Deneko Gross Royalty Trust	½ royalty unit	LSD's 3, 4, 5 and 6 of 3-52-25-W4

30. By a Farmout Agreement with Ross Petroleums Limited and an Agreement with Arthur McMullin and Exploronic of Canada Ltd., Overland Industries Limited has acquired an interest in legal

subdivisions Fifteen (15) and Sixteen (16) of Section Thirteen (13), Township Fifty (50), Range Twenty-seven (27), West of the Fourth (4th) Meridian. These Agreements provide that Overland Industries Limited will commence deepening operations on Ross Petroleums No. 3 Well or the McConset No. 1 Well, both of which are at present, non-productive. After the gross royalty of Fifteen (15%) percent, payable in respect of these wells and the oil payments to McConset Oil and Gas Co. Ltd., Imperial Oil Limited and Ross Petroleums Limited, Overland Industries Limited is entitled to Fifty-three (53%) percent of the net proceeds of production. By an Agreement with Saturn Petroleums Limited, Saturn has agreed to pay Ten (10%) percent of the costs of deepening the two wells for Ten (10%) percent of the royalty interest in the net proceeds of production to which Overland Industries Limited is entitled.

31. By an Agreement between David M. Vipond and Exploronic of Canada Ltd. of the First Part and Roberts Drilling Company Ltd. and Overland Industries Limited, Overland Industries Limited has acquired at 25% net interest in the production from the West Half of Section 19, Township 51, Range 23, West of the 4th Meridian, containing 320 acres more or less. There is a gross royalty of 12½% payable to the lessor, plus an overriding royalty on a sliding scale depending upon production, payable to Canadian Superior. After payment of these royalties, Roberts Drilling Company Ltd. and Overland Industries Limited are entitled to recover all drilling, completion and production costs. Ten percent (10%) percent of the net proceeds of production remaining are payable to David M. Vipond and Exploronic of Canada Ltd. in equal shares. The balance of the proceeds of production are payable Seventy-five (75%) percent to Roberts Drilling Company Ltd. and Twenty-five (25%) percent to Overland Industries Limited.

32. Lloyd W. Nelson of Clute in the District of Cochrane in the Province of Ontario is the holder of Boring Permit No. N. T. 8 issued by the Department of Mines of Ontario under The Mining Act, which entitled him to prospect for petroleum and natural gas

on approximately 1500 square miles of land in the French River and James Bay region of Northern Ontario. Lloyd W. Nelson gave an option to Overland Industries Limited to acquire the said Permit.

Due to the inability of geologists to confirm oil seepages under present weather conditions, the Option originally recited in Prospectus #2 has been changed by extending the expiration date to September 1, 1953, and decreasing the consideration totalling One Hundred Thousand (\$100,000.00) Dollars to Fifteen Thousand (\$15,000.00) Dollars.

33. By an Agreement between the City of Edmonton and the Royal Trust Company of the First Part and Overland Industries Limited, Overland Industries Limited has acquired a fifty (50%) percent net interest in a standard 87½% Petroleum and Natural Gas Lease on land described as being River Lots 35 and 37 in Blocks X and Y, Crescent View Subdivision in the Edmonton Settlement, totaling an area of 299.72 acres more or less. Overland Industries Limited has agreed as exclusive operator to drill a hole to explore for oil to test for commercial production of oil in the D3 zone (Leduc formation), at a depth of approximately 4,000 to 5,000 feet on River Lot 37. If the company for any reason completes or abandons the first hole at a depth which has not reached the D3, the company will, within 90 days, commence the drilling of a second hole on these properties.

34. Blue Chip Petroleums Limited has agreed to transfer all of their holdings to Overland Industries Limited, for the consideration of eight hundred and three thousand, three hundred and thirty-three (803,333) shares of Overland Industries Limited stock.

(f) The name and address of every vendor of properties under paragraph (e) is set out in Paragraph (e).

(g) No debentures are offered or intended to be offered by the Company.

(h) The costs incurred for incorporating and organizing the Company including legal fees, professional services and the appli-

cation of the Company to The Securities Commission for registration under The Securities Act of the Province of Alberta, and including fees to the Registrar of Companies, costs of Share Certificates, printing, geological services, Trustees' fees and part of the costs of drilling the well near Ellerslie on the West Half of Section 19, Township 51, Range 23, West of the Fourth (4th) Meridian will be paid out of the proceeds of the subscriptions invited by this prospectus or have been within the last two preceding years.

(i) No payment has been made or is intended to be made to any promoter, except 750,000 escrowed shares will be issued to Richard F. Taylor and his nominees.

(j) 1. There are no founders or management or deferred shares issued or to be issued except as aforesaid.

2. Only one class of shares has been authorized.

3. No number of shares has been fixed as the qualification of a Director.

4. There is no provision in the Articles as to the remuneration of the Directors, and no such remuneration has been paid or is payable.

5. The Company's Articles do not provide that a copy of the Annual Balance Sheet must be sent to members of the Company, but it is the intention of the Company that this shall be done, and the Company hereby undertakes to do so.

(k) The full name, addresses and description of the Directors have been set out above. The amount in cash subscribed by each of the Directors for shares is as follows:

Richard F. Taylor	\$ 1,114.00
W. J. Tellington	\$ 2,250.00
Lloyd Wood	\$ 1,164.00
E. N. Kennedy	\$24,950.00
Glenn J. Fisher	\$58,040.00
Friedrich Voigt	\$58,984.00

(l) The interest of the Directors in the properties sold to the Company is set out in Clause (e) above. The following Directors had beneficial interests in Reservation 1011, namely:

Richard F. Taylor	6%
Lloyd G. Wood	6%
Glenn J. Fisher	12½%
E. N. Kennedy	50%

The following Directors had beneficial interests in the second group of Manitoba Leases containing 4,160 acres, namely:

Richard F. Taylor	12%
Wentworth J. Tellington	12½%
Glenn J. Fisher	12½%
E. N. Kennedy	25%

No sums have been paid or agreed to be paid to any Director in cash or shares or otherwise to induce him to become or to qualify him as a Director or otherwise for services rendered him to Overland Industries Limited in connection with the promotion or formation of the Company.

(m) The Auditors of the Company are Messrs. Patriquin, Duncan, McClary, McClary & Company, 10130 - 101 Street, Edmonton, Alberta.

(n) (i) In December, 1952, 900,000 shares of the Company were offered at One (\$1.00) Dollar per share, 590,479 of the said shares were allotted and the full amount of 80c per share was paid into the treasury of the Company.

(ii) The amount payable as commission for procuring subscriptions for shares is 20%.

(iii) The number of shares issued as fully paid up otherwise than in cash for properties is 750,000 shares to Richard F. Taylor for the properties described in the first two material contracts referred to in Clause (p).

(iv) No amount has been paid within the last two preceding years to any promoter, except the 750,000 shares to Richard F. Taylor on account of properties and except as set out in Clause (e).

(o) The Company has not yet been incorporated for one year.

(p) The dates of and parties to every material contract are enumerated in Clause (e) and below.

DATED	PARTIES
9 June, 1952	Richard F. Taylor and Overland Industries Limited
5 September, 1952	Richard F. Taylor and Overland Industries Limited
15 September, 1952	Richard F. Taylor and Overland Industries Limited
10 September, 1952	Overland Industries Limited and the Various Persons, Firms and Corporations.

These contracts may be inspected at the office of Messrs. Bishop, Bishop & McKenzie, 512 Alexandra Building, Edmonton, Alberta, during ordinary business hours.

This property is not within a proven area and therefore THE VENTURE MUST BE CONSIDERED AS SPECULATIVE.

THIS INVESTMENT SHOULD BE REGARDED AS A DEPRECIATING ASSET AND SUFFICIENT ALLOWANCE MADE FOR A RETURN OF CAPITAL BEFORE ANY COMPUTATION IS MADE AS TO THE ACTUAL INCOME OBTAINED THEREFROM.

Investors are advised that the rate of pay-off may vary by reason of Conservation Board allowables, market proration, variation in cost of production and mechanical failure from time to time.

Signed at the City of Edmonton in the Province of Alberta.

RICHARD F. TAYLOR

WENTWORTH J. TELLINGTON.

LLOYD G. WOOD

V. S. SHIRLEY

E. N. KENNEDY

GLENN J. FISHER

FRIEDRICH VOIGT

